

COMPOSITE SCHEME OF ARRANGEMENT

AMONGST

SURYODAY ONE ENERGY PRIVATE LIMITED

("Transferor Company" for Part D of the Scheme)

AND

GOKAK TEXTILES LIMITED

("Transferee Company" for Part D of the Scheme)

AND

THEIR RESPECTIVE SHAREHOLDERS

**UNDER SECTIONS 230 TO 232 READ WITH SECTIONS 66 AND OTHER
APPLICABLE PROVISIONS OF THE COMPANIES ACT, 2013 AND RULES FRAMED THEREUNDER**

(A) PREAMBLE

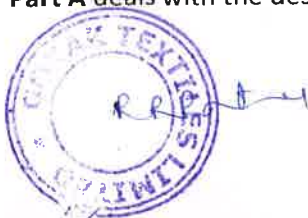
This Composite Scheme of Arrangement and Merger by Absorption ("**Scheme**") is presented under Sections 230 to 232 read with Section 66 and other applicable provisions of the Companies Act, 2013 and the rules and regulations made thereunder for

- a. Reduction of Share Capital and Re-organisation of reserves of Gokak Textiles Limited ("**Gokak**") or "**Transferee Company**" for Part D of the Scheme) in a manner as set out in the Scheme;
- b. Amalgamation of by way of absorption of Suryoday One Energy Private Limited ("**Suryoday**" or "**Transferor Company**" for Part D of the Scheme) with and into Gokak Textiles Limited

(B) Parts of the Scheme

This Scheme is divided into the following parts: -

Part A deals with the description of the companies and the rationale for the Scheme;



Part B deals with the definitions and the share capital of the Transferor Company and Transferee Company;

Part C deals with the Reduction of Share Capital and Re-organisation of reserves of Gokak Textiles Limited;

Part D deals with the Amalgamation by absorption of Transferor Company with and into Transferee Company; and

Part E deals with the general terms and conditions applicable to this Scheme.

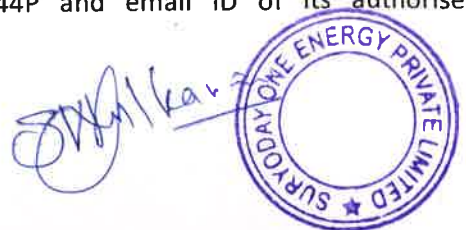
The Scheme also provides for various other matters consequential, incidental or otherwise integrally connected herewith.

PART A – GENERAL

1. DESCRIPTION OF THE COMPANIES

1.1. Suryoday One Energy Private Limited ("**Suryoday**" or "**Transferor Company**" for Part D of the Scheme) was incorporated as a private limited company in the State of Maharashtra under the provisions of the Companies Act, 2013 on 14 February, 2017 vide Corporate Identity Number U40101MH2017PTC291189, having registered office at #1, 2nd Floor, 12th Cross, Ideal Homes, Near Jayanna Circle, Rajarajeshwari Nagar, Bengaluru – 560098 and having PAN AAYCS1295A and email ID of its authorised representative is secretarial.infra@shapoorji.com . The Transferor Company was incorporated to develop, execute, manage and run solar power generation plant (project) at Gokak Falls, Belagavi District, in the State of Karnataka in accordance with the policy of the Government of Karnataka relating to production, supply and distribution of solar energy.

1.2. Gokak Textiles Limited ("**Gokak**" or the Transferee Company" for Part D of the Scheme) was incorporated as a public limited company in the State of Karnataka under the provisions of the Companies Act, 1956, in the name and style of ANS Textiles (Bangalore) Limited on 27th March, 2006 and received its certificate for commencement of business on 15th December, 2006. Subsequently, on 23rd January 2007, its name was changed to its current name i.e., Gokak Textiles Limited. It has its registered office at #1, 2nd Floor, 12th Cross, Ideal Homes, Near Jayanna Circle, Rajarajeshwari Nagar, Bangalore - 560098 and having PAN AACCG8244P and email ID of its authorised



representative is administrator@gokaktextiles.com . It has its Corporate Identity Number as L17116KA2006PLC038839. The Transferee Company was incorporated to carry on, in any part of India and abroad, the business of spinners, weavers, manufacturers, ginners, pressers, packers, processors, importers, exporters, distributors, sellers, dealers, agents, factors, merchants, traders, stockists or to barter, exchange, pledge, make advances upon, speculate, convert, alter, enter into forward transactions or otherwise deal in ramie, raw jute, cotton, kapash, cotton seeds, flex, hemp, silk or any other natural fibrous material, Polyamide, Polyester, rayon or any other types of man-made fibrous materials; or, in general, of any fibres, filaments, yarns and fabrics (whether textile, felted, looped or otherwise) manufactured and/or processed from any base whether organic or inorganic or compounds or mixtures thereof, by physical, chemical or any other process.

2. OBJECT AND RATIONALE OF THIS SCHEME

2.1 Rationale for Part C of the Scheme which deals with the reduction of capital and re-organisation of reserves of the Transferee Company in the manner set out in this Scheme can provide benefits to the shareholders / stakeholders as under:

- a. Under this Scheme, if approved, will enable the Transferee Company, i.e. Gokak Textiles Limited to consolidate the ownership of the power business and also provide reliable source of power for its textile division;
- b. The Scheme does not involve any financial outlay / outgo and therefore, would not affect the ability or liquidity of Gokak Textiles Limited to meet its obligations / commitments in the normal course of business. Further, this Scheme would also not in any way adversely affect the ordinary operations of the Company.

2.2 Rationale for Part D of the Scheme which deals with the amalgamation by absorption of Transferor Company with and into Transferee Company. Integration of the business of the Transferee Company and the Transferor Company can provide benefits to the shareholders / stakeholders as under:

- a. Enabling the Transferee Company, i.e. Gokak Textiles Limited to further consolidate its renewable energy business by adding Solar Power business to existing Hydro Power business of its Subsidiary Company;
- b. Provide reliable source of power to its textile business; and
- c. The Transferee Company can explore better avenues for energy business for further expansion in future.



Accordingly, the Board of Directors of the Transferor Company and the Transferee Company have formulated this Scheme to undertake various steps as envisaged under Part C, and Part D of this Scheme pursuant to the provisions of Sections 230-232 read with Section 66 and other relevant provisions of the Companies Act, 2013 (including any statutory modification or re-enactment or amendment thereof).

There is no likelihood that interests of any shareholder or creditor of any of the Transferor Company, or the Transferee Company would be prejudiced as a result of the Scheme. The Scheme does not affect the rights of the creditors of the Transferor Company or the Transferee Company. There will not be any reduction in amounts payable to the creditors of the Transferor Company or the Transferee Company, nor there shall be any change in terms with creditors which is adverse to their interest, pursuant to the sanctioning of this Scheme.



PART B – DEFINITIONS AND SHARE CAPITAL

3. DEFINITIONS

In this Scheme, unless repugnant to the context, the following expressions shall have the following meaning:

- 3.1 **“Act”** means the Companies Act, 1956 and/or Companies Act, 2013, to the extent its provisions relevant for this Scheme are notified and ordinances, rules and regulations made thereunder and shall include any statutory modifications, re-enactment or amendment thereof for the time being in force;
- 3.2 **“Appointed Date”** means the 1st day of April, 2021 or such other date as may be approved by the Honorable National Company Law Tribunal(s) , for the purposes of this Scheme;
- 3.3 **“Board of Directors” or “Board”** means the Board of Directors of the Transferor Company or the Transferee Company, as the case may be, and shall include a duly constituted committee(s) thereof;
- 3.4 **“BSE”** shall mean BSE Limited;
- 3.5 **“Effective Date”** means the date on which last of the conditionalities specified in Clause 22 of the Scheme is fulfilled. Any reference in this Scheme to the date “upon the Scheme becoming effective” or “effectiveness of the Scheme” or “upon coming into effect of this Scheme” or “upon the Scheme coming into effect” shall mean the Effective Date, as defined in this Clause;
- 3.6 **“Encumbrance”** means any options, pledge, mortgage, lien, security, interest, claim, charge, pre-emptive right, easement, limitation, attachment, restraint or any other encumbrance of any kind or nature whatsoever, and the term "Encumbered" shall be construed accordingly;
- 3.7 **“Governmental Authority”** means any applicable Central, State or local government, legislative body, regulatory or administrative authority, agency or commission or any court, tribunal, board, bureau or instrumentality thereof or arbitration or arbitral body having jurisdiction and shall include any other authority which supersedes the existing authority;



- 3.8 **“Merger” or “Merger by absorption” or “Amalgamation” or “Amalgamation by Absorption”** means the merger or amalgamation in accordance with the provisions of Section 2(1B) of the Income Tax Act, 1961 of the Transferor Company with and into the Transferee Company;
- 3.9 **“NCLT”** means Honorable National Company Law Tribunal(s), having jurisdiction in relation to the Transferor Company and Transferee Company;
- 3.10 **“Record Date”** means the date to be fixed by the Board of Directors of the Transferee Company or a committee thereof, in consultation with the Board of Directors of the Transferor Company, for the purpose of determining the members of the Transferor Company to whom new shares in the Transferee Company will be allotted under Part C of the Scheme;
- 3.11 **“Scheme” or “the Scheme” or “this Scheme” or “Composite Scheme of Arrangement and Amalgamation”** means this Composite Scheme of Arrangement, as amended or modified, in its present form submitted to the NCLT for approval, with or without any modifications, as may be approved or imposed or directed by the NCLT or any other appropriate authority.
- 3.12 **“SEBI”** means Securities and Exchange Board of India;
- 3.13 **“Stock Exchanges”** means BSE Limited and National Stock Exchange of India Limited;
- 3.14 **“Taxation” or “Tax” or “Taxes”** means all forms of taxes and statutory, governmental, state, provincial, local government or municipal impositions, duties, contribution and levies and whether levied by reference to income, profit, book profits, gains, net wealth; asset values, turnover, added value or otherwise and shall further include payments in respect of or on account of Tax, whether by way of deduction at source, advance tax, minimum alternate tax, minimum alternate tax credit or otherwise or attributable directly or primarily to Transferor Company and Transferee Company, as the case may be or any other person and all penalties, charges, costs and interest relating thereto;
- 3.15 **“Tax Laws”** means all the applicable laws, acts, rules and regulations dealing with Taxes including but not limited to the any tax liability under the Income-tax Act, 1961, Customs Act 1962, Central Excise Act, 1944, Goods and Services Tax Act, 2017, State Value Added Tax laws, Central Sales Tax Act, 1956 or other applicable laws/ regulations dealing with taxes/ duties/ levies of similar nature;



16 "Transferee Company" or "Gokak" means Gokak Textiles Limited, a company incorporated under the Act and having CIN L17116KA2006PLC038839 and having its registered office at #1, 2nd Floor, 12th Cross, Ideal Homes, Near Jayanna Circle, Rajarajeshwari Nagar, Bangalore – 560098 and listed its equity shares / securities on BSE Limited;

17 "Transferor Company" or "Suryoday" means Suryoday One Energy Private Limited, a company incorporated under the Act and having CIN U40101MH2017PTC291189 and having its registered office at #1, 2nd Floor, 12th Cross, Ideal Homes, Near Jayanna Circle, Rajarajeshwari Nagar, Bengaluru – 560098;

18 "Transition period" means period starting from the Appointed Date till the Effective Date

All terms and words not defined in this Scheme shall, unless repugnant or contrary to the context or meaning thereof, have the same meaning ascribed to them under the Act and other applicable laws, rules, regulations, bye laws, as the case may be or any statutory modification or re-enactment thereof from time to time.

3 DATE OF TAKING EFFECT AND OPERATIVE DATE

4 The Scheme shall be effective in its present form or with any modification(s) approved or imposed or directed by the NCLT or any other appropriate authority and shall become effective from the Appointed Date, as defined under this Scheme in accordance with Section 232(6) of the Act.

4.2 The merger of the Transferor Company with and into the Transferee Company shall be in accordance with Section 2(1B) of the Income Tax Act, 1961. If any terms or provisions of the Scheme are found to be or interpreted to be inconsistent with Section 2(1B) of the Income Tax Act, 1961 at a later date, whether as a result of any amendment of law or any judicial or executive interpretation or for any other reason whatsoever, the aforesaid provision of the Income Tax Act, 1961 shall prevail. The Scheme shall then stand modified to the extent deemed necessary to comply with the said provisions. Such modification will, however, not affect other parts of the Scheme.

5 SHARE CAPITAL

5.1 The Share Capital structure of Gokak or the Transferee Company as on 31 March, 2021 is as under:



[Handwritten signature]
Suryoday One Energy Pvt. Ltd.

Particulars	Amount (INR)
Authorised Capital/	
7,00,00,000 Equity shares of Rs. 10 each	7,00,00,000
22,00,00,000 Preference Shares of Rs. 10 each	2,20,00,00,000
Total Authorised Capital	2,27,00,00,000
Issued, subscribed and, paid-up Share Capital	
64,99,308 Equity shares of Rs. 10 each fully paid up	6,49,93,080
175,00,00,000 Preference shares of Rs. 10 each fully paid up	1,75,00,00,000
Total	1,81,49,93,080

As on the date of approval of the Scheme by the Board of Directors of the Transferor Company, there is no change in the authorised, issued, subscribed and paid-up share capital of the Transferor Company.

- 5.2 The share capital structure of Suryoday or the Transferor Company as on 31 March, 2021 is as under:

Particulars	Amount (INR)
Authorised Capital	
4,00,00,000 Equity shares of Rs. 10 /- each	40,00,00,000
Total	40,00,00,000
Issued, subscribed and, paid-up Share Capital	
3,50,00,00,000 Equity shares of Rs. 10 /- each fully paid up	35,00,00,000
Total	35,00,00,000

As on the date of approval of the Scheme by the Board of Directors of the Transferor Company, there is no change in the authorised, issued, subscribed and paid-up share capital of the Transferor Company.

PART C – REDUCTION OF CAPITAL AND REORGANISATION OF RESERVES OF GOKAK TEXTILES LIMITED

6. **CAPITAL REORGANIZATION OF TRANSFEREE COMPANY**



6.1 Upon the Scheme becoming effective, 17,50,00,000 preference shares of face value INR 10 each issued by Transferee Company to Shapoorji Pallonji and Company Private Limited shall be extinguished and cancelled through capital reduction. The consideration for such capital reduction shall be discharged as per Clause 6.2. Further, the borrowings of the Transferee Company, including outstanding interest, received from Shapoorji Pallonji and Company Private Limited shall be written-back by the Transferee Company except to the extent of Rs 50 Crs (Rupees Fifty Crores) , and the obligation of the Transferee Company to discharge any dues representing the outstanding amounts in relation to the said borrowings shall stand discharged and extinguished except to the extent of Rs 50 Crs (Rupees Fifty Crores).

6.2 The Transferee Company shall, in lieu of cancellation of preference shares and write-back of borrowings (pursuant to Clause 6.1 above), issue 23,58,10,000 (Twenty Three Crores Fifty Eight Lakhs and Ten Thousand Only) 7% Cumulative Debentures of face value of INR 10 each to Shapoorji Pallonji and Company Private Limited, as provided in Clause 6.1 above. The Cumulative Debentures shall be issued as per terms and conditions as set out in **Annexure I**.

6.3 The cancellation of preference shares and write-back of borrowings of the Transferee company as aforesaid shall be effected as an integral part of the Scheme and the order of the NCLT sanctioning this Scheme shall be deemed to be an order under Section 66 and other applicable provisions of the Act and no separate sanction under Section 66 and other applicable provisions of the Act will be necessary.

7. ACCOUNTING TREATMENT FOR REDUCTION OF SHARE CAPITAL AND REORGANISATION OF RESERVES OF GOKAK TEXTILES LIMITED AS PER CLAUSE 6 ABOVE:

Upon Scheme becoming effective, Transferee Company shall pass following accounting entries pursuant to Clause 6.1 and Clause 6.2 above:

7.1 Accounting treatment for giving effect to Clause 6.1 and Clause 6.2 shall be as per Appendix D of Ind AS 109. Accordingly, issue of Non-Convertible Debentures as per Clause 6.2 above shall be considered as consideration for extinguishment of preference shares and borrowings (including outstanding interest) of the Transferee company



7.2 Accordingly, the said Non-Convertible Debentures so issued shall be measured at fair value, and the difference between the carrying amount of preference shares and borrowings (including outstanding interest) so extinguished in terms of Clause 6.1 above, and the fair value of Non-convertible Debentures so issued in terms of Clause 6.2 above, shall be recognized as profit or loss of the Transferee Company.

PART D – MERGER BY ABSORPTION OF TRANSFEROR COMPANY WITH AND INTO THE TRANSFEE COMPANY

8. AMALGAMATION AND VESTING OF ASSETS AND LIABILITIES AND THE BUSINESS OF THE TRANSFEROR COMPANY WITH THE TRANSFEE COMPANY

8.1 With effect from the Appointed Date and upon the Scheme becoming effective, the Transferor Company, along with all the assets, liabilities, contracts, power purchase agreements, employees, licences, records, approvals, etc. being integral parts of the Transferor Company shall, without any further act, instrument or deed, stand amalgamated with and be vested in or be deemed to have been vested in the Transferee Company on a going concern basis so as to become as and from the Appointed Date, the undertaking of the Transferee Company by virtue of and in the manner provided in this Scheme.

8.2 Without prejudice to the generality of the above clauses and to the extent applicable, unless otherwise stated herein, upon the coming into effect of this Scheme and with effect from the Appointed Date:

- a. All the properties and assets of the Transferor Company, tangible or intangible, balance in bank, cash or investments (including but not limited to investment in subsidiaries, if any) and other assets of whatsoever nature and tax credits including under GST law, quotas, rights, consents, entitlements, licenses, certificates, permits, tenancy rights, and facilities of every kind and description whatsoever for all intents and purposes, permissions under any Tax Laws, incentives, if any, without any further act or deed so as to become the business, properties and assets of the Transferee Company.

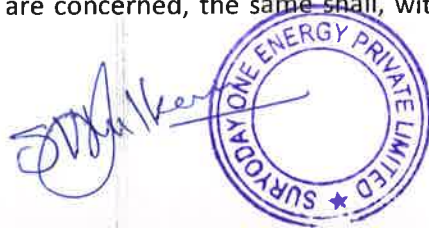


- b. All the movable assets of the Transferor Company or assets otherwise capable of transfer by manual delivery or by endorsement and delivery, including cash in hand, shall be physically handed over by manual delivery or by endorsement and delivery, to the Transferee Company to the end and intent that the property therein passes to the Transferee Company on such manual delivery or endorsement and delivery, without requiring any deed or instrument of conveyance for the same and shall become the property of the Transferee Company accordingly.
- c. All other movable properties of the Transferor Companies, including investments in shares of the subsidiaries of the Transferor Companies, whether in India or outside India, mutual funds, bonds and any other securities, sundry debtors, outstanding loans and advances, if any, recoverable in cash or in kind or for value to be received, bank balances and deposits, if any, with Government, semi-Government, local and other authorities and bodies, customers and other persons, shall without any further act, instrument or deed, pursuant to the orders of this Scheme becoming effective and by operation of law become the properties of the Transferee Company, and the title thereof together with all rights, interests or obligations therein shall be deemed to have been mutated and recorded as that of the Transferee company. All investments of the Transferor Company shall be recorded in the name of the Transferee Company by operation of law as transmission in favour of the Transferee Company as a successor in interest and any documents of title in the name of the Transferor Company shall also be deemed to have been mutated and recorded in the name of the Transferee Company to the same extent and manner as originally held by the Transferor Company and enabling the ownership, right, title and interest therein as if the Transferee Company was originally the Transferor Company. The Transferee Company shall subsequent to this Scheme becoming effective be entitled to the delivery and possession of all documents of title of such movable property in this regard;
- d. All the consents, permissions, licenses, certificates, insurance covers, clearances, authorities, power of attorneys given by, issued to or executed in favour of the Transferor Companies, shall stand vested in or transferred automatically to the Transferee Company without any further act or deed and shall be appropriately mutated by the authorities concerned therewith in favour of the Transferee Company as if the same were originally given by, issued to or executed in favour of the Transferee Company and the Transferee Company shall be bound by the terms thereof, the obligations and duties thereunder and the rights and benefits under the same shall be available to the Transferee Company. The benefit of all statutory and regulatory permissions including the statutory or other licenses, Tax registrations, permits, permissions or approvals or consents required to carry on the operations of the Transferor Company shall automatically and



without any other order to this effect, vest into and become available to the Transferee Company pursuant to this Scheme becoming effective in accordance with the terms thereof. Without prejudice to the provisions of the above clauses, in respect of such of the assets and properties of the Transferor Company, as are movable in nature or are otherwise capable of transfer by manual delivery or by endorsement and/or delivery, the same shall be so transferred by the Transferor Company and shall upon such transfer become the assets and properties of the Transferee Company without requiring any deed or instrument or conveyance for the same.

- e. All debts, liabilities, contingent liabilities, duties, Taxes (including any advance taxes paid, MAT credit, TDS deducted on behalf of the Transferor Company, etc.), GST liabilities, and obligations of the Transferor Company, as on the Appointed Date, whether provided for or not, in the books of accounts of the Transferor Company, and all other liabilities which may accrue or arise after the Appointed Date but which relates to the Transition Period, shall, pursuant to this Scheme becoming effective as per the order of the NCLT or such other competent authority, as may be applicable under Section 232 and other applicable provisions of the Act, and without any further act or deed, be vested or deemed to be vested in and be assumed by the Transferee Company, so as to become as from the Appointed Date the debts, liabilities, contingent liabilities, Taxes, duties and obligations of the Transferee Company on the same terms and conditions as were applicable to the Transferor Company.
- f. All intangible assets including various business or commercial rights, pre-qualification for past projects / sales, customer-base, etc. belonging to but not recorded in books of the Transferor Company shall be transferred to and vested with the Transferee Company and shall include all letters of intent, request for proposal, prequalification, permits, registrations, bid acceptances, tenders, technical experience (including experience in executing projects), goodwill earned in execution of the projects, technical know-how, contracts, deeds, memorandum of understanding, bonds, agreements, track record and all other rights claims, powers in relation to or enjoyed by or granted in favour of the Transferor Company, and the historical financial strength including turnover, profitability, performance, market share, net-worth, liquid/ current assets and reserves of the previous years and all empanelments, accreditations, recognitions as approved vendors for undertaking any jobs;
- g. In so far as the various incentives, indirect tax benefits, subsidies, grants, special status and other benefits or privileges enjoyed, granted by any Government body, local authority or by any other person, or availed of by the Transferor Company are concerned, the same shall, without



any further act or deed, vest with and be available to the Transferee Company on the same terms and conditions on and from the Appointed Date.

- h. The Transferee Company, may, at any time after this Scheme coming into effect, if required under law or otherwise, execute deeds of confirmation in favour of any other party with which the Transferor Company has a contract or arrangement, or give any such writing or do any such things, as may be necessary, to give effect to the above.
- i. In so far as loans and borrowings of the Transferor Company pertaining to the loans and liabilities, which are to be vested to the Transferee Company shall, without any further act or deed, become loans and borrowings of the Transferee Company, and all rights, powers, duties and obligations in relation thereto shall be and stand vested in and shall be exercised by or against the Transferee Company as if it had entered into such loans and incurred such borrowings. Thus, the primary obligation to redeem or repay such liabilities upon the Scheme becoming effective shall be that of the Transferee Company. However, without prejudice to such vesting of liability amount, where considered necessary for the sake of convenience and towards facilitating single point creditor discharge, the Transferee Company may discharge such liability (including accretions thereto) by making payments on the respective due dates to the Transferor Company, which in turn shall make payments to the respective creditors.
- j. The vesting of the assets comprised in the Transferor Company to the Transferee Company under this Scheme shall be subject to the mortgages and charges, if any, affecting the same as hereinafter provided.
- (i) The existing securities, mortgages, charges, encumbrances or liens , if any, created by the Transferor Company after the Appointed Date and during the Transition Period, in terms of this Scheme, over the assets comprised in the Transferor Company, or any part thereof, shall be vested in the Transferee Company by virtue of this Scheme, and the same shall, after the Transition Period, continue to relate and attach to such assets or any part thereof to which they relate or attached prior to the Transition Period and are vested with the Transferee Company, and such Encumbrances shall not relate or attach to any of the other assets, of the Transferor Company.
- (ii) In so far as the existing Encumbrances, if any, in respect of the loans, borrowings, debts, liabilities, is concerned, such Encumbrance shall, without any further act, instrument or deed be modified and shall be extended to and shall operate only over the assets comprised in the Transferor Company which have been Encumbered in respect of the



transferred liabilities as transferred to the Transferee Company pursuant to this Scheme. Provided that if any of the assets comprised in the Transferor Company which are being transferred to the Transferee Company pursuant to this Scheme have not been Encumbered in respect of the transferred liabilities, such assets shall remain unencumbered and the existing Encumbrance referred to above shall not be extended to and shall not operate over such assets. The absence of any formal amendment which may be required by a lender or third party shall not affect the operation of the above.

- (iii) In so far as the existing security in respect of the loans or borrowings of the Transferor Company and other liabilities relating to the Transferor Company are concerned, such security shall, without any further act, instrument or deed be continued with the Transferor Company. The Transferor Company and the Transferee Company shall file necessary particulars and/or modification(s) of charge, with the Registrar of Companies to give formal effect to the above provisions, if required.
- (iv) The foregoing provisions insofar as they relate to the vesting of liabilities with the Transferee Company shall operate, notwithstanding anything to the contrary contained in any deed or writing or the terms of sanction or issue or any security documents, all of which instruments shall stand modified and/or superseded by the foregoing provisions.

- k. With effect from the Appointed Date and during the Transition Period, subject to the other provisions of the Scheme, all approvals, quotas, rights, consents, entitlements, licenses, certificates, permits, and facilities of every kind and description whatsoever, privileges, deeds, bonds, quality certifications and approvals, powers of attorneys, agreements and other instruments of whatsoever nature in relation to the Transferor Company, as the case may be, is a party, or the benefit to which the Transferor Company may be eligible, subsisting or operative immediately on or before the Effective Date, shall be in full force and effect against or in favour of the Transferee Company and may be enforced fully and effectively as if instead of the Transferor Company, the Transferee Company had been a party or beneficiary thereto for continuation of operations of the Transferor Company by the Transferee Company without any hindrance or disruption after the Transition Period. The Transferee Company shall enter into and/or issue and/or execute deeds, writings, endorsements or confirmation or enter into any tripartite agreement, confirmations or novation's to which the Transferor Company will, if necessary, also be a party, in order to give formal effect to the provisions of this Scheme, if so required or if it becomes necessary. Further, the Transferee Company shall be deemed to be authorized to execute any such deeds, writings, endorsements or confirmations on behalf of the



Transferor Company and to implement or carry out all formalities required on the part of the Transferor Company to give effect to the provisions of this Scheme.

- i. With effect from the Appointed Date and upon the Scheme becoming effective, the entitlement to various benefits under incentive schemes and policies, if any, in relation to the Transferor Company shall stand vested in and/or be deemed to have been vested in the Transferee Company together with all benefits and entitlements of any nature whatsoever. Such entitlements shall include Taxes benefits under the Tax Laws in the nature of exemption, deferment, refunds and incentives in relation to the Transferor Company to be claimed by the Transferee Company with effect from the Appointed Date as if the Transferee Company was originally entitled to all such benefits under such scheme and/or policies, subject to continued compliance by the Transferee Company of all the terms and conditions subject to which the benefits and entitlements under such incentive schemes were made available to the Transferor Company. The Transferee Company shall be entitled to such benefits in its name, without any additional liabilities or expenses whatsoever.
- m. Taxes as per the Tax Laws of the Transferor Company to the extent not provided for or covered by the Tax provision in the accounts made as on the date immediately preceding the Appointed Date related to the Transferor Company shall be vested with the Transferee Company.
- n. All Taxes paid or payable by the Transferor Company in respect of the operations and/ or the profits of Transferor Company before the Appointed Date shall be on account of the Transferor Company and in so far as it relates to the Tax payment whether by way of deduction at source, advance tax or otherwise howsoever, by the Transferor Company in respect of the profits or activities or operations of the Transferor Company after the Appointed Date, the same shall be deemed to be the corresponding item paid by the Transferee Company and shall in all proceedings be dealt with accordingly.
- o. On and from the Appointed Date, if any Certificate for Tax Deducted at Source or any other tax credit certificate relating to the Transferor Company is received in the name of the Transferor Company, it shall be deemed to have been received by the Transferee Company, which alone shall be entitled to claim credit for such tax deducted or paid.



- p. Upon the Scheme becoming effective, the Transferor Company shall have right to revise their respective returns filed under Tax Laws, along with prescribed forms, filings and annexures under the Tax Laws and claim refunds and / or credit for Taxes paid and for matters incidental thereto, if required, to give effect to the provisions of the Scheme;
- q. On and from the Appointed Date, the benefit of all balances relating to Taxes under the Tax Laws being balances pertaining to the Transferor Company, if any, shall stand vested in the Transferee Company as if the transaction giving rise to the said balance or credit was a transaction carried out by the Transferee Company. The liabilities of the Transferor Company as on the Appointed Date shall stand vested in the Transferee Company, save as otherwise in respect of the liabilities, which were met by the Transferor Company during the Transition Period, which shall be construed to have been met by the Transferee Company as if the transaction giving rise to the said liability was a transaction carried out by the Transferee Company.
- r. Upon the coming into effect of this Scheme and notwithstanding the other provisions of this Scheme, all contracts, deeds, agreements, licenses, engagements, certificates, permissions, consents, approvals, concessions and incentives (including but not limited to benefits and waivers under the Solar Policy 2014-2021 for the State of Karnataka and under the Orders of the Karnataka Electricity Regulatory Commission), remissions, remedies, subsidies, guarantees, etcetera of whatsoever nature to which the Transferor Company is a party or to the benefit of which the Transferor Company or any Project owned or promoted by the Transferor Company may be eligible and which have not lapsed and are vested, subsisting or having effect on the Effective Date shall be in full force and effect in favour of the Transferee Company, as the case may be, and may be enforced by the Transferee Company as fully and effectually as if, instead of the Transferor Company, the Transferee Company had been a party thereto or beneficiary thereof. The Transferee Company may enter into and/or issue and/or execute deeds, writings or confirmations, or enter into any bipartite or multipartite arrangements, confirmations or novations, in order to give formal effect to the provisions of this Scheme, if so required or if so considered necessary. The Transferee Company shall be deemed to be authorised to execute any such deeds, writings or confirmations on behalf of the Transferor Company and to implement or carry out all formalities required on the part of the Transferor Company to give effect to the provisions of this clause. The Transferor Company shall perform the Transferee Company's obligations under all existing contracts, deeds, agreements, licenses, and other such instruments, as the new obligor replacing the original obligor, i.e., the Transferor Company.



- s. On and from the Effective Date, and till such time that the name of the bank accounts of the Transferor Company has been replaced with that of the Transferee Company, the Transferee Company shall be entitled to maintain and operate the bank accounts of the Transferor Company in the name of the Transferor Company and for such time as may be determined to be necessary by the Transferee Company. All cheques and other negotiable instruments, payment orders received or presented for encashment which are in the name of the Transferor Company after the Effective Date shall be accepted by the bankers of the Transferee Company and credited to the account of Transferee Company, is presented by the Transferee Company;
- t. It is hereby clarified that the vesting of the Transferor Company in the Transferee Company shall be on a going concern basis.

9. **STAFF & EMPLOYEES**

- 9.1 The Transferee Company will take over all the staff in the service of the Transferor Company immediately preceding Effective Date, and that they shall become the staff and employees, of the Transferee Company on the basis that their services shall be deemed to have been continuous and not have been interrupted by reasons of the said transfer. The terms and conditions of service applicable to such staff or employees after such transfer shall not in any way be less favourable to them than those applicable to them immediately preceding the transfer.
- 9.2 The equitable interest in accounts/funds of the employees and staff, if any, whose services are vested with the Transferee Company, relating to superannuation, provident fund and gratuity fund, if any, shall be identified, determined and vested with the respective trusts/funds of the Transferee Company and such employees shall be deemed to have become members of such trusts/funds of Transferee Company. Until such time, the Transferor Company may, subject to necessary approvals and permissions, if any, continue to make contributions pertaining to the employees of the Transferor Company to the relevant funds of the Transferor Company.
- 9.3 The Transferee Company, at any time after the Scheme becoming effective in accordance with the provisions hereof, if so required under any law or otherwise, will execute deeds of confirmation or other writings or arrangements with any party to any contract or arrangement in relation to the Transferor Company to which any of the Transferor Company is a party in



order to give formal effect to the provisions of the Scheme. The Transferee Company shall, under the provisions of this Scheme, be deemed to be authorized to execute any such writings on behalf of the Transferor Company and to carry out or perform all such formalities or compliances, referred to above, on behalf of the Transferor Companies.

10. LEGAL PROCEEDINGS

10.1 If any suit, appeal or proceedings of whatsoever nature (hereinafter referred to as "the said proceedings") by or against the Transferor Company be pending, the same shall not abate or be discontinued or in any way be prejudicially affected by reason of the transfer of the Transferor Company or by anything in this Scheme, but the said proceedings may be continued, prosecuted and enforced, as the case may be, by or against the Transferee Company in the same manner and to the same extent as it would be or might have been continued and enforced, as the case may be, by or against the Transferor Company if this Scheme had not been made. On and from the Effective Date, the Transferee Company may initiate any legal proceeding for and on behalf of the Transferor Company.

10.2 The Transferee Company undertakes to have all legal or other proceedings initiated by or against the Transferor Company referred to above transferred into its name and to have the same continued, prosecuted and enforced by or against the Transferee Company to the exclusion of Transferor Company.

10.3 After the Effective Date, the Transferee Company shall and may, if required, initiate any legal proceedings in relation to the Transferor Company.

11. AMALGAMATION NOT TO AFFECT TRANSACTIONS / CONTRACTS OF TRANSFEROR COMPANY:

11.1 The transfer and vesting of the business of the Transferor Company and the continuance of the said proceedings by or against the Transferee Company shall not affect any transaction or proceedings already concluded by or against the Transferor Company after the Appointed Date to the end and intent that the Transferee Company accepts and adopts all acts, deeds and things done or executed by the Transferor Company after the Appointed Date as done and executed on its behalf. The said transfer and vesting pursuant to Sections 230 to 232 of the Act, shall take effect from the Appointed Date unless the NCLT otherwise directs.

12. CONSIDERATION / ISSUE OF SHARES



- 12.1 Upon coming into effect of Part D of the Scheme and in consideration for amalgamation of the Transferor Company with and into the Transferee Company, the Transferee Company shall, without any further application or deed, issue and allot Preference Shares of face value INR 10/- each (terms of which are specified in Annexure II) , credited as fully paid up, to all the equity shareholders of the Transferor Company whose names appear in the register of members as on the Record Date of the Transferor Company or to their respective heirs, executors, administrators or other legal representatives or the successors-in-title, as the case may be, in the following proportion:

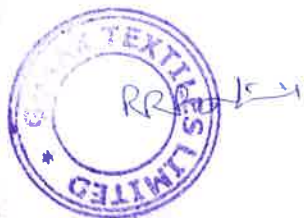
1216 fully paid-up 11% Redeemable Non-Convertible Cumulative Non-Participating Preference Shares of INR 10/- each of Transferee Company for every 1000 equity shares held in Transferor Company, in proportion to their shareholding in the Transferor Company.

Preference Shares shall be issued on terms and conditions as set out in **Annexure II**.

- 12.2 The Preference Shares to be issued by the Transferee Company to the equity shareholders of the Transferor Company shall be subject to the Scheme and the Memorandum and Articles of Association of the Transferee Company, shall rank for dividend in priority to the equity shares of the Transferee Company, and shall, on winding up of the Transferee Company be entitled to rank, as regards repayment of capital upto the commencement of winding up, in priority to the equity shares of the Transferee Company.

- 12.3 In case of any equity shareholder's shareholding in the Transferor Company is such that such shareholder becomes entitled to a fraction of a Preference Share of the Transferee Company, the Transferee Company shall round off all entitlements to the next whole number above the fractional entitlement and issue such number of securities to the relevant shareholders;

- 12.4 Preference Shares shall be issued by the Transferee Company in dematerialized form to those equity shareholders of the Transferor Company who hold shares of the Transferor Company in dematerialized form, in to the account in which the Transferor Company shares are held or such other account as is intimated by the shareholders to the Transferee Company and/ or its Registrar. All those shareholders who hold shares of the Transferor Company in physical form shall also have the option to receive the Preference Shares in the Transferee Company in dematerialized form provided the details of their account with the Depository Participant are intimated in writing to the



Transferee Company and/ or its Registrar. Otherwise, they would be issued Preference Shares in physical form.

- 12.5 The Transferee Company shall take necessary steps to increase or alter or re-classify, (if necessary), its authorized share capital suitably to enable it to issue and allot Preference Shares required to be issued and allotted by it under this Scheme.
- 12.6 Approval of this Scheme by the equity shareholders of the Transferee Company shall be deemed to be the due compliance of the provisions of Section 55 of the Act and / or any other applicable provisions of the Act for the issue of Preference Shares by the Transferee Company to the equity shareholders of the Transferor Company, as provided in this Scheme.
- 12.7 The approval of this Scheme by the equity shareholders of both the companies under Sections 230 to 232 of the Act shall be deemed to have the approval under Sections 13 and 14 of the Act and other applicable provisions of the Act and any other consents and approvals required in this regard.

13. ACCOUNTING TREATMENT

- 13.1 Amalgamation of the Transferor Company with the Transferee Company shall be accounted in the books of the Transferee Company for by way of as per "Pooling of Interests Method" under Appendix C of Ind-AS 103 (Accounting for Business Combinations) and any other relevant Indian Accounting Standard prescribed under Section 133 of the Act.
- 13.2 All the assets and liabilities of Transferor Company shall be recorded in the financial statements of the Transferee Company at the carrying value as appearing in the financial statements of the Transferor Company as on the Appointed Date.
- 13.3 The identity of the reserves pertaining to the Transferor Company, shall be preserved and shall appear in the merged financial statements of Transferee Company in the same form in which they appeared in the financial statements of the Transferor Company and it shall be aggregated with the corresponding balance appearing in the financial statements of the Transferee Company, as on the Appointed Date.



- 13.4 To the extent that there are inter-company loans, deposits, obligations, balances or other outstanding including any interest thereon, as between the Transferor Company and the Transferee Company as the case may be, the obligations in respect thereof shall come to an end and there shall be no liability in that behalf and corresponding effect shall be given in the books of account and records of the Transferee Company for the reduction of such assets or liabilities as the case may be.
- 13.5 The excess / deficit of the value of the assets over the value of liabilities of the Transferor Company, pursuant to Amalgamation of the Transferor Company with and into the Transferee Company, and as recorded in the books of account of the Transferee Company shall, after adjusting as above, be recorded as 'Capital Reserve' in the books of the Transferee Company.
- 13.6 Notwithstanding anything to the contrary contained herein above, the Board of Directors of the Transferee Company, in consultation with its statutory auditors to account for any of these balances in any manner whatsoever, as may be deemed fit, in accordance with the applicable Accounting Standards issued by the Institute of Chartered Accountant of India and generally accepted accounting principles.

14. COMBINATION OF AUTHORISED SHARE CAPITAL OF TRANSFEROR COMPANY AND THE TRANSFEE COMPANY PURSUANT TO THE MERGER

14.1 Upon the Scheme becoming effective, the Authorised Share Capital of the Transferor Company will get merged with that of the Transferee Company without any further act or deed and, without any payment of additional fees, stamp duty and other duties as the said fees have already been paid by the Transferor Company and the Authorised Share Capital of the Transferee Company will be increased to that effect without any compliances in respect of the notices, meetings etc. but only by filing requisite Statutory Forms with the Registrar of Companies.

14.2 Thus, the Authorised Share Capital of the Transferee Company of INR 227,00,00,000/- (Rupees Two Hundred and Twenty-seven crores only) divided into 70,00,000 equity shares of INR 10 each and 22,00,00,000 preference shares of INR 10 each, shall stand increased and enhanced to INR 267,00,00,000/- (Rupees Two-hundred and sixty-seven crores only) divided into 4,70,00,000 equity shares of INR 10 each and 22,00,00,000 preference shares of INR 10 each.

The capital clause of the Memorandum of Association and Articles of Association of the Transferee



Company shall be altered on such increase and hence, the capital clause of the Memorandum of Association and Articles of Association of Transferee Company will therefore be modified to be read as follows:

"The Authorised Share Capital of the Company is Rs. 267,00,00,000/- (Rupees Two Hundred and Sixty-Seven Crores only) comprising of 4,70,00,000 Equity Shares of Rs. 10/- (Rupees Ten Only) each and 22,00,00,000 Preference shares of Rs. 10/- (Rupees Ten Only) each."

14.3 It is clarified that approval of this Scheme by the members of the Transferee Company under Sections 230 to 232 of the Act shall be deemed to be sufficient for the alternation of the Memorandum and Articles of Association of the Transferee Company under Sections 13, 14, 61 and 63 of the Companies Act, 2013 and other applicable provisions of the Act and any other consents and approvals required in this regard.

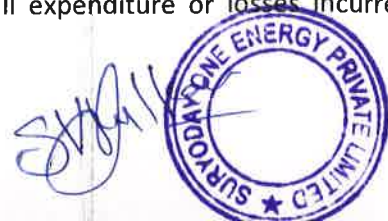
15. CONDUCT OF BUSINESS

15.1 Transferor Company as Trustee

With effect from the Appointed Date and up to and including Effective Date, the Transferor Company shall carry on and shall be deemed to have carried on all their business and activities as hitherto and shall hold and stand possessed of and shall be deemed to have held and stood possessed on account of and for the benefit of and in trust for, the Transferee Company, as the Transferee Company is taking over the business as a going concern. The Transferor Company shall preserve and carry on their business and activities with reasonable diligence and business prudence and shall neither undertake any additional financial commitments of any nature whatsoever, borrow any amounts nor incur any other liabilities or expenditure, issue any additional guarantees, indemnities, letters of comfort or commitments either for themselves or on behalf of any third parties, sell, transfer, alienate, charge, mortgage or encumber or deal with the assets of the Transferor Company or any part thereof save and except in the ordinary course of business as carried on by them as on the date of filing of this Scheme with the NCLT or if the written consent of the Transferee Company has been obtained.

15.2 Profit or Losses up to Effective Date

With effect from the Appointed Date and up to and including the Effective Date, all profits or incomes accruing or arising to the Transferor Company or all expenditure or losses incurred or



arising, as the case may be, by the Transferor Company shall, for all purposes, be treated and deemed to be and accrue as the profits or incomes or expenditures or losses, as the case may be, of the Transferee Company.

15.3 Taxes

- a. All taxes paid or payable by the Transferor Company in respect of the operations and / or profits of the business before the Appointed Date and from the Appointed Date till the Effective Date, shall be on account of the Transferor Company and in so far as it relates to the tax payment by the Transferor Company in respect of the profits or activities or operation of the business after the Appointed Date, the same shall be deemed to be the corresponding item paid by the Transferee Company and shall in all proceedings be dealt with accordingly.
- b. Any refund under Income Tax Act, 1961 or other applicable laws or regulations dealing with taxes allocable or related to the business of the Transferor Company and due to the Transferor Company consequent to the assessment made on the Transferor Company and for which no credit is taken in the accounts as on the date immediately preceding the Appointed Date shall also belong to and be received by the Transferee Company.
- c. All tax benefits of any nature, duties, cesses or any other like payments or deductions available to the Transferor Company under Income Tax, Goods and Services Tax, Service Tax etc. or any Tax Deduction/Collection at Source, MAT Credit, tax credits, GST input tax credits, benefits of CENVAT credits, benefits of input credits, and in respect of set-off, carry forward of tax losses, and unabsorbed depreciation shall be deemed to have been on account of or paid by the Transferee Company and the relevant authorities shall be bound to transfer to the account of and give credit for the same to the Transferee Company upon the passing of the order on this Scheme by the NCLT upon relevant proof and documents being provided to the said authorities.

15.4 The Transferee Company shall be entitled, pending the sanction of the Scheme, to apply to the Central Government and all other agencies, departments and authorities concerned as are necessary under any law for such consents, approvals and sanctions which the Transferee Company may require to carry on the business of the Transferor Company.

15.5 Objects Clause



With effect from the Appointed Date, and upon the Scheme becoming effective, the main object clause of the Memorandum of Association of Transferee Company shall be altered and amended, without any further act or deed, to include the objects as required for the purpose of carrying on the business activities of Transferor Company upon the Scheme coming into effect and pursuant to provisions of Section 13 and 14 of the Companies Act, 2013 and other applicable provisions of the Act. Accordingly, the Memorandum of Association of Transferor Company shall be altered and amended and necessary revisions in numbering of the clauses inserted shall be carried out. The following clauses shall be added to the Memorandum of Association of Transferor Company, shall read as under:

8. To carry on in India and elsewhere the business to design, engineer, build, construct, upgrade, improve, strengthen, renovate, develop, operate and maintain, finance, own or control or transfer, on "build, own, operate and transfer" basis, either alone or jointly with others, all kinds of power generation plants which include all types of fuel or combination thereof and all kinds of renewable energy sources including solar, wind, hydro and tidal and to carry on the business of developing, operating, maintaining electricity transmission network and substations.

9. To carry on the business of manufacturers, producers, dealers, wholesalers, retailers, distributors, importers, exporters, assemblers and fabricators, repairers, maintainers, owners, agents and operators for all kinds of renewable energy modules and systems, including solar photovoltaic systems, modules, inverters, batteries, accessories and hybrid systems combining solar photovoltaics with other forms of renewable energy and basic components for such systems and to carry on the business of generating, receiving, purchasing, developing, using, selling, supplying, distributing, transmitting, transferring, trading and accumulating any form of power and energy from conventional or non-conventional renewable sources at power stations, plants, establishments and supply such power on a commercial basis to both its users, i.e. public and private or others and to do consultancy in the fields related to energy generation and on commercial and financial activities connected to power sector.

10. To enter into Joint Ventures, Collaboration and the like with domestic, international firms, individuals and agencies.

11. To purchase, trade, build, construct, erect, acquire, lease, hire, exchange all type of suitable land, equipment and accessories related to all types of Energy and to improve, manage, operate and maintain facilities connected with Power Generation.



- 15.6 Upon the Scheme becoming effective, the relevant incidental objects of the Memorandum of Association of Transferor Company shall form part of Memorandum of Association of Transferee Company.
- 15.7 For the purpose of amendment in the Memorandum of Association and Articles of Association of Transferee Company as provided in Clause 15.5 and 15.6 above, the consent / approval given by the members of Transferee Company to this Scheme under the Companies Act, 2013 and any other provisions of the Act shall be deemed to be sufficient and no further resolution of members of Transferee Company as required under the provisions of Section 13 and 14 of the Companies Act, 2013, and any other applicable provisions of the Act shall be required to be passed for making such amendment / change in the Memorandum of Association and Articles of Association of Transferee Company and filing of certified copy of this Scheme as sanctioned by the NCLT, and printed copy of the Memorandum of Association for the purposes of said Section 13 and 14 of the Companies Act, 2013 and all other applicable provisions of the Act and the Registrar of Companies, Mumbai shall register the same and make necessary alterations in the Memorandum of Association and Articles of Association of Transferee Company accordingly and shall certify the registration thereof in accordance with provisions of Section 13 and 14 of the Companies Act, 2013 and any other applicable provisions of the Act.
- 15.8 Transferee Company shall file with the jurisdictional Registrar of Companies all requisite forms and complete the compliance and procedural requirements under the Act, if any.

16. ENFORCEMENT OF CONTRACTS, DEEDS, BONDS & OTHER INSTRUMENTS:

- 16.1 Subject to other provisions contained in this Scheme, all contracts, deeds, bonds, agreements and other instruments of whatever nature to which the Transferor Company are a party, subsisting or having effect immediately before the Amalgamation, shall remain in full force and effect against or, as the case may be, in favour of the Transferee Company and may be enforced as fully and effectively as if instead of the Transferor Company, the Transferee Company was a party thereto. Without prejudice to the other provisions of this Scheme and notwithstanding the fact that vesting occurs by virtue of this Scheme itself, the Transferee Company may, at any time after the coming into effect of this Scheme in accordance with the provisions hereof, if so required under any law or otherwise, take such actions and execute such deeds, confirmations or other writings or arrangements to which the Transferor Company are a party or any writings as may be necessary in



order to give formal effect to the provisions of this Scheme. The Transferee Company shall, under the provisions of this Scheme, be deemed to be authorized to execute any such writings on behalf of the Transferor Company and to carry out or perform all such formalities or compliances referred to above on the part of the Transferor Company to be carried out or performed.

16.2 For the avoidance of doubt and without prejudice to the generality of the foregoing, it is clarified that upon the coming into effect of this Scheme, all consents, permissions, licenses, certificates, clearances, authorities, powers of attorney given by, issued to or executed in favour of the Transferor Company shall stand transferred to the Transferee Company and the Transferee Company shall be bound by the terms thereof, the obligations and duties there under, and the rights and benefits under the same shall be available to the Transferee Company. The Transferee Company shall receive relevant approvals from the Government Authorities concerned as may be necessary in this behalf.

17. **MATTERS RELATING TO SHARE CERTIFICATES:**

The Share Certificates held by the shareholders of the Transferor Company shall automatically stand cancelled without any necessity of them being surrendered to the Transferee Company.

18. **DISSOLUTION OF THE TRANSFEROR COMPANY:**

Upon the Scheme being sanctioned by an Order made by the NCLT under Sections 230 to 232 of the Act, the Transferor Company shall stand dissolved without winding up on the Effective Date.



PART E - GENERAL TERMS AND CONDITIONS

19. APPLICATION TO NCLT

19.1 Necessary applications and/ or petitions by the Transferor and the Transferee Companies shall be made for the sanction of this Scheme to the NCLT, for sanctioning of this Scheme under the provisions of law and obtain all approvals as may be required under the law.

19.2 It is prayed to the NCLT to sanction this Scheme, with or without modification.

20. MODIFICATION OR AMENDMENTS TO THE SCHEME

20.1 Subject to approval of NCLT, the respective Boards or the respective authorized representative appointed by the Boards of the Transferor and the Transferee Company, may assent to any modifications, alterations or amendments of this Scheme or any conditions which the NCLT and / or any other competent authority may deem fit to direct or impose and the said respective Boards and after dissolution of the Transferor Company (without winding up), the Board of the Transferee Company may do all such acts, things and deeds necessary in connection with or to carry out the Scheme into effect and take such steps as may be necessary, desirable or proper to resolve any doubts, difficulties or questions whether by reason of any order of the NCLT or any directions or order of any other authorities or otherwise howsoever arising out of, under or by virtue of this Scheme and / or matters concerned or connected therewith.

20.2 In the event of any of the conditions that may be imposed by the NCLT or other authorities which the Transferor Company and/or the Transferee Company may find unacceptable for any reason, in whole or in part, then Transferor Company and/or the Transferee Company are at liberty to withdraw the Scheme. In such a case, Transferor Company and/or the Transferee Company shall respectively bear their own cost or as may be mutually agreed. It is hereby clarified that notwithstanding anything to the contrary contained in this Scheme, the Transferor Company and/or the Transferee Company shall not be entitled to withdraw the Scheme unilaterally without the prior written consent of the other.

21. DECLARATION OF DIVIDEND, BONUS ETC.



21.1 The Transferor Company and the Transferee Company shall be entitled to declare and pay dividends, whether interim or final, to their respective shareholders in respect of the accounting period prior to the Effective Date but only in the ordinary course of business. Any declaration or payment of dividend otherwise than as aforesaid, by the Transferor Company and/or by the Transferee Company shall be subject to the prior approval of the Board of Directors of respective companies and in accordance with applicable laws. It is clarified that prior approval of any of the Board of the Directors shall not be required for payment of any dividend already announced or declared but yet to be paid, by either of the Transferor Company and / or the Transferee Company to its shareholders.

21.2 It is clarified that the aforesaid provisions in respect of declaration of dividends, whether interim or final, are enabling provisions only and shall not be deemed to confer any right on any member of the Transferor Company and / or the Transferee Company to demand or claim any dividends which, subject to the provisions of the Act, shall be entirely at the discretion of the respective Boards of Directors of the Transferor Company and / or the Transferee Company and subject, wherever necessary, to the approval of the shareholders of the Transferor Company and / or the Transferee Company, respectively.

22. SCHEME CONDITIONAL ON APPROVALS/ SANCTIONS

The Scheme is conditional upon and subject to:

22.1 Receipt of approval of the Scheme by the Stock Exchanges and Securities and Exchange Board of India, pursuant to the Listing Regulations and the SEBI Circular, wherever applicable.

22.2 The approval by the requisite majorities of the respective members and/or creditors (where applicable) of the Transferor Company and/or the Transferee Company, if directed by the NCLT or any other competent authority, as may be applicable.

22.3 The scheme is conditional upon scheme being approved by the public shareholders through e-voting in terms of Part - I (A)(10)(a) of SEBI Master circular No. SEBI/HO/CFD/DIL1/CIR/P/2020/249 dated December 22, 2020, and the scheme shall be acted upon only if vote cast by the public shareholders in favour of the proposal are more than the number of votes cast by the public shareholders against it.



22.4 The sanction of the Scheme by the NCLT under Sections 230 to 232 and other applicable provisions, if any, of the Act.

22.5 The requisite order(s) of the NCLT being obtained for sanctioning the Scheme under Section 230 read with Section 232 of the Act being filed with the concerned Registrar of Companies.

22.6 Certified copies of the Orders of the NCLT at Bangalore Bench sanctioning the Scheme being filed with Registrar of Companies, Karnataka, at Bengaluru, by the Transferor Company and the Transferee Company.

22.7 The provisions contained in this Scheme are inextricably inter-linked with the other provisions and the Scheme constitutes an integral whole. The Scheme would be given effect to only if it is approved in its entirety unless specifically agreed otherwise by the Transferor Company and the Transferee Company and by their respective Board of Directors or any Committee constituted by them.

23. OPERATIVE DATE OF THE SCHEME

The Scheme, although operative from the Appointed Date, as the case may be, shall become effective from the Effective Date.

24. BINDING EFFECT

Upon the Scheme becoming effective, the same shall be binding on the Transferor Company and/or the Transferee Company and all concerned parties without any further act, deed, matter or thing.

25. EFFECT OF NON-RECEIPT OF APPROVALS

25.1 In the event any of the said approvals or sanctions referred to in Clause 22 above not being obtained or conditions enumerated in the Scheme not being complied with, or for any other reason, the Scheme cannot be implemented, the Boards of Directors or committee empowered thereof of the Transferor Company and/or the Transferee Company shall by mutual agreement waive such conditions as they consider appropriate to give effect, as far as possible, to this Scheme and failing such mutual agreement, the Scheme shall become null and void and shall stand revoked, cancelled and be of no effect and each party shall bear and pay their respective costs, charges and expenses in connection with the Scheme.



25.2 Further, in case of non-receipt of approvals to the Scheme, no rights and liabilities whatsoever shall accrue or to be incurred inter-se by the Transferor Company or the Transferee Company or their respective shareholders or creditors or employees or any other person.

26. GIVING EFFECT TO THE SCHEME

26.1 For the purpose of giving effect to the Scheme, the Board of Directors of the Transferor Company and/or the Transferee Company or any Committee thereof, is authorized to give such directions as may be necessary or desirable and to settle as they may deem fit, any question, doubt or difficulty that may arise in connection with or in the working of the Scheme and to do all such acts, deeds and things necessary for carrying into effect the Scheme.

26.2 The Transferee Company has leased a land parcel from the government of Karnataka admeasuring 968.8 acres. Out of the total land, 228.93 acres is being utilized by the Transferor Company (by way of a sub-lease agreement), and balance is utilized by Transferee Company. The said lease shall be active upto May 27, 2033. This Scheme shall render this sub-lease agreement ineffective.

27. EFFECT OF SCHEME NOT GOING THROUGH

In the event of this Scheme failing to take finally effect for whatsoever reasons, this Scheme shall become null and void and in that case no rights and liabilities whatsoever shall accrue to or be incurred inter se between the parties or their respective Shareholders or Creditors or employees or any other person.

28. COSTS

All costs, charges, taxes including duties, levies and all other expenses, if any (save as expressly otherwise agreed) in relation to the Scheme shall be borne by the Transferee Company and Transferor Company in the ratio of 50:50.



Annexure I

TERMS AND CONDITIONS OF PERPETUAL CUMULATIVE DEBENTURES

Sr. No.	Criterion	Description
1.	Coupon Rate	7% per annum
2.	Terms of Coupon payment	a. Coupon shall be cumulative, at the discretion of the Board of Directors of the Transferee Company b. Coupon shall be payable on "as and when able" terms c. Coupon shall be payable at the discretion of Transferee Company, either cumulatively, or non-cumulatively, either in part or in full
3.	Face Value	INR 10/- (Rupees Ten Only) per Debenture
4.	Tenure	Perpetual
5.	Security and Ranking	Unsecured, and will be ranked senior only to equity shares, and subordinate to all other debts
6.	Terms of Redemption	Redemption shall be at face value, at the option of the Transferee Company
7.	Transferability	Each perpetual debenture shall be transferred only with prior approval of Gokak Textiles Limited



Annexure II

TERMS AND CONDITIONS OF THE REDEEMABLE PREFERENCE SHARES

Sr. No.	Criterion	Description
1.	Dividend	11 % per annum (cumulative)
2.	Face Value	INR 10/- (Rupees Ten only per share)
3.	Terms and Redemption	All redeemable preference shares shall be compulsorily redeemable at the end of 10 years from the date of allotment
4.	Transferability	Each redeemable preference share shall be freely transferable at the option of the holder subject to applicable laws



Fair Share Swap Ratio
in relation to the
'Scheme of Amalgamation'

November 2021

Ref. No.: SD/Nov12-87/2021

November 12, 2021

To,

The Board of Directors
Gokak Textiles Limited
#1, 2nd Floor, 12th Cross, Ideal Homes,
Near Jayanna Circle, Rajarajeshwari Nagar,
Bengaluru - 560 098

To,

The Board of Directors
Suryoday One Energy Private Limited
41/44, SP Centre, Minoo Desai Marg,
Colaba, Mumbai, Maharashtra - 400 005

Dear Sir(s)/ Madam(s),

Sub: Recommendation of Fair Share Swap Ratio in relation to the Proposed Composite Scheme of Arrangement

We, BDO Valuation Advisory LLP (**'BDO Val' or 'We' or 'Us'**), have been appointed by Gokak Textiles Limited (**"GTL"**) & Suryoday One Energy Private Limited (**"Suryoday One"**) vide letter dated July 30, 2021 bearing reference number SD/Jul302/2021 to recommend the fair share swap ratio for amalgamation of Suryoday One Energy Private Limited (**'Suryoday One' or 'Transferor Company'**) with Gokak Textiles Limited (**'GTL' or 'Transferee Company'**) on a going concern basis, as per the proposed Composite Scheme of Arrangement and Merger by Absorption between GTL and Suryoday One and their respective shareholders (**"the Proposed Scheme"**) under sections 230 to 232 of the Transferor Company Act, 2013 (**'the Act'**) and other applicable provisions of the Act.

GTL and Suryoday One shall be collectively referred as **'the Companies' or 'the Client'**.

We are pleased to present herewith our report (**'Report'**) on the same. We have determined the share swap ratio for the Proposed Scheme as at the Report date ('Valuation Date').

A summary of the analysis is presented in the accompanying Report, as well as description of the methodology and procedure we used, and the factors we considered in formulating our opinion.

We believe that our analysis must be considered as a whole. Selected portions of our analysis or the factors we considered, without considering all factors and analysis together could create a misleading view of the process underlying the valuation conclusions. The preparation of valuation is a complex process and is not necessarily susceptible to partial analysis or summary description. Any attempt to do so could lead to undue emphasis on any particular factor or analysis.

This letter should be read in conjunction with the attached report.

For BDO Valuation Advisory LLP

IBBI Regn No.: IBBI/RV-E/02/2019/103



Swanand Kishor Deshpande

Partner

IBBI Regn No.: IBBI/RV/05/2019/11148



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1. Brief Background of the Companies

Gokak Textiles Limited

- 1.1. Gokak Textiles Limited (“GTL” or “Transferee Company”) was incorporated as a public limited company in the State of Karnataka. The registered office of GTL is situated at #1, 2nd Floor, 12th Cross, Ideal Homes, Near Jayanna Circle, Rajarajeshwari Nagar, Bengaluru - 560 098
- 1.2. GTL in the business of textile, manufacturing cotton yarn, blended yarn, industrial fabrics, terry towels, t-shirts, polos, undergarments, sweaters, etc.
- 1.3. The ordinary equity shares of GTL are listed on BSE Limited (‘BSE’). GTL has also issued unlisted non-cumulative, non-convertible redeemable preference shares to its promoter Shapoorji Pallonji and Company Private Limited.
- 1.4. The authorised share capital and the issued, subscribed and fully paid-up share capital of GTL, as on September 30, 2021 was as follows:

Particulars	INR Mn
<u>Authorised Share Capital</u>	
7.0 Mn equity shares of INR 10/- each	70.0
220.0 Mn non-cumulative, non-convertible redeemable preference shares of INR 10/- each	2200.0
Total	2,270.0
<u>Issued, Subscribed & Fully Paid-up Share Capital</u>	
6.5 Mn equity shares of INR 10/- each	64.9
Total	64.9

We have been informed by the management and representatives of GTL that there has been no change in the above share capital of GTL from September 30, 2021, till the date of issuance of this Report.

- 1.5. The summarized shareholding pattern of GTL as on September 30, 2021, is as follows:

Shareholder Category	No. of Equity Shares (Mn)	% Holding
I. Promoter and Promoter Group	4.8	73.6%
II. Public	1.7	26.4%
Total	6.5	100.0%



Suryoday One Energy Private Limited

- 1.6. Suryoday One Energy Private Limited (“Suryoday One” or “Transferor Company”) operates a solar photovoltaic power project with a capacity of around 40MW in the state of Karnataka to supply annually around 90 Mn Units of solar power. Suryoday One is incorporated as a private limited company and has its registered office at 41/44, SP Centre, Minoo Desai Marg, Colaba, Mumbai, Maharashtra - 400 005.
- 1.7. The authorised share capital and the issued, subscribed and fully paid-up share capital of Suryoday One, as on September 30, 2021, was as follows:

Particulars	INR Mn
<u>Authorised Share Capital</u>	400.0
40.0 Mn equity shares of INR 10/- each	
Total	400.0
<u>Issued, Subscribed & Fully Paid-up Share Capital</u>	350.0
35.0 Mn equity shares of INR 10/- each	
Total	350.0

- 1.8. The summarized shareholding pattern of Suryoday One as on September 30, 2021, is as follows:

Shareholder Name	No. of Equity Shares (Mn)	% Holding
I. Shapoorji Pallonji Infrastructure Capital Company Private Limited	34.9	99.9%
II. Gokak Power & Energy Limited	0.03	0.01%
III. Mr. Sunil Kulkarni	0.00	0.00%
Total	35.0	100.0%

- 1.9. We have been informed by the management and representatives of Suryoday One that there has been no change in the above share capital from September 30, 2021 till the date of issuance of this Report. Pursuant to the Proposed Scheme, GTL will acquire Suryoday One by way of absorption.



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2. Purpose of Valuation

- 2.1. Companies under the Proposed Scheme and their respective shareholders shall comply with the provisions of section 230 to 232 and other relevant provisions of the Act along with the applicable **provisions of Securities and Exchange Board of India ('SEBI')**.
- 2.2. As per the terms of the scheme, the arrangement involves Reduction of Share Capital and Reorganisation of reserves of GTL, prior to the Amalgamation by absorption of Suryoday One with and into GTL. This report does not refer on the reduction & reorganization of capital of GTL since there is no change in shareholding pattern of GTL as a result of the said Reduction of Share Capital and Reorganization of Reserves of GTL and hence, no valuation report is required with respect to the same as per Para 4(b) of Part - I of SEBI Master Circular on, inter alia, Scheme of Arrangement dated 22 December 2020 notified vide SEBI/HO/CFD/DIL1/CIR/P/2020/249.
- 2.3. In this regard, we have been appointed to undertake the valuation to recommend the fair share swap ratio for Amalgamation of Suryoday One into GTL as per the Proposed Scheme.
- 2.4. The Appointed Date for the Scheme is April 01, 2021, or such other date as may be approved by the National Company Law Tribunal for the purpose of the Proposed Scheme.



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3. Terms of Engagement

Context and Purpose

- 3.1. BDO Val has been appointed to determine the fair share swap ratio for the Proposed Scheme as mentioned in para 2.2 of this Report. This valuation exercise and Valuation Report are solely for the purpose mentioned in the Report.

Restricted Audience

- 3.2. This Report and the information contained herein are absolutely confidential and are intended for the use of the Client only for submitting to the statutory authorities for compliance under section sections 230 to 232 and other applicable provisions of the Companies Act, 2013 and applicable **provisions and circular issued by Securities and Exchange Board of India ('SEBI')** applicable to the Proposed Scheme. The results of our valuation analysis and our Report cannot be used or relied by the Companies for any other purpose or by any other party for any purpose whatsoever.
- 3.3. This Report will be placed before the Board of Directors, Audit Committee and Independent Directors of the Client and intended only for their sole use and information only. To the extent mandatorily required under applicable laws of India, this Report maybe produced before judicial, regulatory or government authorities, in connection with the Proposed Scheme. We are not responsible to any other person or party, for any decision of such person or party based on this Report. Any person or party intending to provide finance/ invest in the shares/ business of the Companies or their holding companies, subsidiaries, associates, joint ventures shall do so after seeking their own professional advice and after carrying out their own due diligence procedures to ensure that they are making an informed decision. If any person/ party (other than the Client) chooses to place reliance upon any matters included in the Report, they shall do so at their own risk and without recourse to BDO Val.
- 3.4. It is hereby notified that usage, reproduction, distribution, circulation, copying or otherwise quoting of this Report or any part thereof, except for the purpose as set out earlier in this Report, without our prior written consent, is not permitted, unless there is a statutory or a regulatory requirement to do so.
- 3.5. Without limiting the foregoing, we understand that the Client may be required to share this Report with regulatory or judicial authorities including stock exchanges, SEBI, Regional Director, Registrar of Companies, National Company Law Tribunal, professional advisors of the Client including merchant banker providing fairness opinion on the fair share swap ratio, in connection with the Proposed Scheme (**'Permitted Recipients'**). We hereby give consent to such disclosure of this Report, on the basis that we owe responsibility only to the Client that has engaged us, under the terms of the engagement, and no other person; and that, to the fullest extent permitted by law, we accept no responsibility or liability to any other party, in connection with this Report. It is clarified that reference to this Report in any document and/or filing with Permitted Recipients, in

connection with the Proposed Scheme, shall not be deemed to be an acceptance by us of any responsibility or liability to any person/ party other than the Client.

4. Caveats, Limitations and Disclaimers

- 4.1. This Report is to be read in totality, and not in parts, in conjunction with the relevant documents referred to therein.
- 4.2. This Report, its contents, and the analysis herein are specific to (i) the purpose of valuation agreed as per the terms of our engagement, (ii) the Report date and (iii) based on the data detailed in the section - Sources of Information. The management of the Companies have represented that the business activities of the Companies have been carried out in the normal and ordinary course till the Report date and that no material changes are expected in their respective operations and financial position to occur upto the Report date.
- 4.3. We were provided with relevant information and time to make our opinion for this valuation exercise. However, our opinion may change if any material information is not disclosed / hidden from us during our valuation exercise.
- 4.4. The scope of the assignment did not include performing audit tests for the purpose of expressing an opinion on the fairness or accuracy of any financial or analytical information that was used during the course of the work. Accordingly, we express no audit opinion or any other form of assurance on this information on behalf of the Companies. The assignment did not involve us to conduct the financial or technical feasibility study. We have not done any independent technical valuation or appraisal or due diligence or legal title search of the assets or liabilities of the Companies and have considered them at the value as disclosed by the Companies in their regulatory filings or in submissions, oral or written, made to us.
- 4.5. Further, this Valuation Report is based on the extant regulatory environment and the financial, economic, monetary and business/market conditions, and the information made available to us or used by us up to the date hereof, which are dynamic in nature and may change in future, thereby impacting the valuation of the Transferor Company. Subsequent developments in the aforementioned conditions may affect this Report and the assumptions made in preparing this Report and we shall not be obliged to update, review or reaffirm this Report if the information provided to us changes. Further events occurring after the date hereof may affect this Report and the assumptions used in preparing it, and we do not assume any obligation to update, revise or reaffirm this Report.
- 4.6. We have no present or planned future interest in the Companies or any of their group entities.
- 4.7. The recommendation contained herein is not intended to represent value at any time other than the Valuation Date.
- 4.8. This Report is subject to the laws of India.
- 4.9. The fee for this engagement is not contingent upon the outcome of the Report.



- 4.10. In rendering this Report, we have not provided legal, regulatory, tax, accounting or actuarial advice and accordingly we do not assume any responsibility or liability in respect thereof.
- 4.11. This Report is based on the information received from the sources mentioned herein and discussions with the representatives of the Companies. We have assumed that no information has been withheld that could have influenced the purpose of our Report.
- 4.12. We have assumed and relied upon the truth, accuracy and completeness of the information, data and financial terms provided to us or used by us, we have assumed that the same are not misleading and do not assume or accept any liability or responsibility for any independent verification of such information or any independent technical valuation or appraisal of any of the assets, operations or liabilities of the Companies. Nothing has come to our knowledge to indicate that the material provided to us was mis-stated or incorrect or would not afford reasonable grounds upon which to base our Report.
- 4.13. For the present valuation exercise, we have also relied upon information available in the public domain; however, the accuracy and timeliness of the same has not been independently verified by us.
- 4.14. In addition, we do not take any responsibility for any changes in the information used by us to arrive at our conclusion as set out here in which may occur subsequent to the date of our Report or by virtue of fact that the details provided to us are incorrect or inaccurate.
- 4.15. We have arrived at a valuation **as required for 'Part D' of the** Proposed Scheme. Any transaction price may however be significantly different and would depend on the negotiating ability and motivations of the respective buyers and sellers in the transaction.
- 4.16. Our scope is limited to recommendation of fair share swap ratio. The Report should not be construed as, our opinion or certifying the compliance of the Proposed Scheme with the provisions of any law including the Companies Act 2013, Foreign Exchange Management Act, 1999, taxation related laws, capital market related laws, any accounting, taxation or legal implications or issues arising from Proposed Scheme.
- 4.17. The Report assumes that the Companies comply fully with relevant laws and regulations applicable in all their areas of operation unless otherwise stated and that the Companies will be managed in competent and responsible manner. Further, except as specifically stated to the contrary, this Report has given no consideration to matters of legal nature, including issues of legal title and compliance with local laws, litigation and other contingent liabilities that are not recorded in the financial statements of the Companies.
- 4.18. This Report does not look into the business/commercial reasons behind the Proposed Scheme nor the likely benefits arising out of the same. Similarly, it does not address the relative merits of the Proposed Scheme as compared with any other alternative business transaction or any other alternatives, whether or not such alternatives could be achieved or are available. The assessment of commercial and investment merits in the Companies is sole responsibility of the investors of the

Companies and we don't express opinion on the suitability or otherwise of entering into any financial or other transactions with the Companies.

- 4.19. Valuation and determination of a fair share swap ratio is not a precise science and the conclusions arrived at in many cases will be subjective and dependent on the exercise of individual judgment. There is therefore no indisputable single value. While we have provided an assessment of the value based on an analysis of information available to us and within the scope of our engagement, others may place a different opinion.
- 4.20. Valuation is based on estimates of future financial performance or opinions, which represent reasonable expectations taking into consideration the economic, social and market patterns existing at that point in time, but such information, estimates or opinions are not offered as predictions or as assurances that a particular level of income or profit will be achieved, a particular event will occur or that a particular price will be offered or accepted. Actual results achieved during the period covered by the prospective financial analysis will vary from these estimates and the variations may be material.
- 4.21. Whilst all reasonable care has been taken to ensure that the factual statements in the Report are accurate, neither us, nor any of our partners, officers or employees shall in any way be liable or responsible either directly or indirectly for the contents stated herein. Accordingly, we make no representation or warranty, express or implied, in respect of the completeness, authenticity or accuracy of such factual statements. We expressly disclaim any and all liabilities, which may arise based upon the information used in this Report.
- 4.22. We owe responsibility to only the Board of Directors of the Client and nobody else. We will not be liable for any losses, claims, damages, or liabilities arising out of the actions taken, omissions of or advice given by any other party to the Companies. In no event shall we be liable for any loss, damages, cost, or expenses arising in any way from fraudulent acts, misrepresentations or willful default on part of the Companies, their directors, employees or agents. In the particular circumstances of this case, our liability, if any (in contract or under statute or otherwise) for any economic loss or damage arising out of or in connection with this engagement, howsoever the loss or damage caused, shall be limited to the amount of fees actually received by us from the Client as laid out in the engagement letter, for such valuation work.
- 4.23. We do not accept any liability to any third party in relation to the issue of this Report. It is understood that this analysis does not represent a fairness opinion. This Report is not a substitute for the third party's own due diligence/ appraisal/ enquiries/ independent advice that the third party should undertake for his purpose.
- 4.24. This Report does not in any manner address the prices at which equity shares of GTL will trade following the announcement and/or implementation of the Proposed Scheme and we express no opinion or recommendation as to how the shareholders of the Companies should vote at the shareholders' meeting(s) to be held in connection with the Proposed Scheme.



- 4.25. The recommendation(s) rendered in this report only represent our recommendation(s) based upon information furnished by the Companies (or its representatives) and other sources and the said recommendation(s) shall be considered to be in the nature of non-binding advice, (our recommendation will however not be used for advising anybody to take buy or sell decision, for which specific opinion needs to be taken from expert advisors).
- 4.26. Client has informed us that Fedex Securities Private Limited has been appointed to provide fairness opinion on the recommended Fair share swap ratio for the purpose of aforementioned Proposed Scheme. Further at the request of the Companies, we have had discussions with the Fairness Opinion provider on the valuation approach adopted and assumptions made by us.
- 4.27. Further, after declaration of COVID-19 as a pandemic by World Health Organization had caused a widespread disruption in businesses as well as on financial markets in India and globally alike. Our assumptions for the valuation is surrounded by this unprecedented uncertainty across all the industries and sectors including the time period over which these circumstances could prevail. The valuation assumptions, the underlying projections and the outcome of the valuation analysis could materially change as a result of the continued or increased uncertainty around the prevalence of COVID-19 circumstances and hence a reliance on our valuation must be placed considering these unprecedented circumstances.



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5. Sources of Information

5.1. For the purpose of undertaking this valuation exercise, we have relied on the following sources of information provided by the management and representatives of the Transferor Company:

- Detailed business profile and information of current business operations of the Transferor Company;
- Provision financial statements of the Transferor Company for the year ended March 31, 2021;
- Provision financial statements of the Transferor Company for the period ended September 30, 2021;
- Latest Shareholding pattern of the Transferor Company as at September 30, 2021;
- Projected financial statements of Suryoday One for the period starting from October 01, 2021 to March 31, 2043;
- Income Tax Return (ITR) of Suryoday One for FY20;
- Terms of Issue of Cumulative, Non-Convertible, Non-Participating Redeemable Preference Shares by GTL;
- Management Representation Letter;
- Relevant data and information provided to us by the management and representatives of the Client either in written or oral form or in form of soft copy and information available in public domain;
- Information provided by leading database sources (proprietary databases subscribed by us or our network firm), market research reports and other published data (including the Stock Exchanges); and
- Draft of Proposed Scheme.

5.2. We have also obtained the explanations, information and representations, which we believed were reasonably necessary and relevant for our exercise from the Management of the Transferor Company. Client has been provided with the opportunity to review the draft Report (excluding the recommended Fair share swap ratio) as part of our standard practice to make sure that factual inaccuracies/ omissions are avoided in our final Report.

5.3. The management of Companies has informed us that there would be no significant variation between the draft Scheme and the final scheme approved and submitted with the relevant authorities.



6. Procedures Adopted

6.1. Procedures used in our analysis included such substantive steps as we considered necessary under the circumstances, including but not limited to the following:

- Requested and received financial information;
- Obtained data available in public domain;
- Undertook industry analysis such as researching publicly available market data including economic factors and industry trends that may impact the valuation;
- Discussions (over call/emails/conferences) with the management of the Companies to understand the business and fundamental factors that could affect its earning-generating capability including strengths, weaknesses, opportunity and threats analysis, historical financial performance, terms of the Proposed Scheme etc;
- Selection of valuation methodology/(ies) as per internationally accepted valuation methodologies;
- Determined the fair share swap ratio based on the selected methodology.

For the purpose of arriving at the valuation of Suryoday One we have considered the valuation base as **'Fair Value'** and the premise of value is **'Going Concern Value'**. Any change in the valuation base, or the premise could have significant impact on our valuation exercise, and therefore, this report.



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7. Valuation Approaches

- 7.1. It is pertinent to note that the valuation of any company or its assets is inherently imprecise and is subject to certain uncertainties and contingencies, all of which are difficult to predict and are beyond our control. In performing our analysis, we made numerous assumptions with respect to industry performance and general business and economic conditions, many of which are beyond the control of the companies. In addition, this valuation will fluctuate with changes in prevailing market conditions, and prospects, financial and otherwise, of the companies/businesses, and other factors which generally influence the valuation of the companies, its businesses and assets.
- 7.2. The application of any particular method of valuation depends on the purpose for which the valuation is done. Although different values may exist for different purposes, it cannot be too strongly emphasized that a valuer can only arrive at one value for one purpose. Our choice of methodology of valuation has been arrived at using usual and conventional methodologies adopted for transactions of a similar nature and our reasonable judgment, analysis of businesses, in an independent and bona fide manner based on our previous experience of assignments of a similar nature.
- 7.3. It may be noted that BDO Val is enrolled with IOV Registered Valuers Foundation, which has recommended to follow International Valuation Standards (“**IVS**”) for undertaking valuation and accordingly we have considered the International Valuation Standards issued by International **Valuation Standards Council** (‘**IVSC**’) in carrying out the valuation exercise.
- 7.4. The Report Date is the valuation date (‘Valuation Date’). For valuation exercise, market parameters have been considered up to and including November 11, 2021.
- 7.5. There are three generally accepted approaches to valuation:
 - (a) “**Asset**” / “Cost” Approach
 - (b) “Income” Approach
 - (c) “Market” Approach

Within these three basic approaches, several methods may be used to estimate the value. An overview of these approaches is as follows:

[Asset / Cost Approach](#)

Summation Method

The summation method, also referred to as the underlying asset method, is typically used for investment companies or other types of assets or entities for which value is primarily a factor of the values of their holdings.

This valuation approach is mainly used in case where the assets base dominates earnings capability.



Income Approach

The income approach is widely used for valuation under "Going Concern" basis. It focuses on the income generated by the company in the past as well as its future earning capability. The Discounted Cash Flow Method under the income approach seeks to arrive at a valuation based on the strength of future cash flows.

Discounted Cash Flow Method

Under the Discounted Cash Flow ('DCF') method, the value of the undertaking is based on expected 'cash flows for future, discounted at a rate, which reflects the expected returns and the risks associated with the cash flows as against its accounting profits. The value of the undertaking is determined as the present value of its future free cash flows.

Free cash flows are discounted for the explicit forecast period and the perpetuity value thereafter. Free cash flows represent the cash available for distribution to both, the owners and creditors of the business.

Discount rate is the Weighted Average Cost of Capital ('WACC'), based on an optimal vis-à-vis actual capital structure. It is appropriate rate of discount to calculate the present value of future cash flows as it considers equity-debt risk and also debt-equity ratio of the firm.

The perpetuity (terminal) value is calculated based on the business's potential for further growth beyond the explicit forecast period. The "constant growth model" is applied, which implies an expected constant level of growth (for perpetuity) in the cash flows over the last year of the forecast period.

The discounting factor (rate of discounting the future cash flows) reflects not only the time value **of money, but also the risk associated with the business's future operations.**

The Business/Enterprise Value so derived, is further reduced by value of debt, if any, (net of cash and cash equivalents) to arrive at value to the owners of business. The surplus assets / non-operating assets are also adjusted.

In case of free cash flows to equity, the cash available for distribution to owners of the business is discounted at the Cost of Equity and the value so arrived is the Equity Value before surplus/ non-operating assets. The surplus assets / non-operating assets are further added to arrive at the Equity Value.

Market Approach

Under the Market approach, the valuation is based on the market value of the company in case of listed companies and comparable companies trading or transaction multiples for unlisted companies. The Market approach generally reflects the investors' perception about the true worth of the company.



i. Market Price Method

Under this method, the market price of an equity shares of the company as quoted on a recognized stock exchange is normally considered as the fair value of the equity shares of that company where such quotations are arising from the trading. The market value reflects the investors' perception about the true worth of the company.

ii. Comparable Companies Multiple Method

Under the Comparable Companies Multiple ('CCM') method, the value is determined on the basis of multiples derived from valuations of comparable companies, as manifest through stock market valuations of listed companies. This valuation is based on the principle that market valuations, taking place between informed buyers and informed sellers, incorporate all factors relevant to valuation. Relevant multiples need to be chosen carefully and adjusted for differences between the circumstances.

To the value of the business so arrived, adjustments need to be made for the value of contingent assets/liabilities, surplus Asset and dues payable to preference shareholders, if any, in order to arrive at the value for equity shareholders.

iii. Comparable Transactions Multiple Method

Under the Comparable Transactions Multiple ('CTM') method, the value of a company can be estimated by analyzing the prices paid by purchasers of similar companies under similar circumstances. This is a valuation method where one will be comparing recent market transactions in order to gauge current valuation of target company. Relevant multiples have to be chosen carefully and adjusted for differences between the circumstances. This valuation approach is based on the principle that market valuations, taking place between informed buyers and informed sellers, incorporate all factors relevant to valuation.



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8. Conclusion on Valuation Approach

GTL

- 8.1. In order to consider reasonable methods for the valuation exercise, we have referred to the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulation 2018 as amended from time to time (**'ICDR Regulations'**) and the specific information/explanations available of GTL. As per the proposed agreement of amalgamation, GTL will issue Cumulative, Non-convertible, Non-Participating Redeemable Preference Shares to the existing shareholders of Suryoday One. Therefore, as no equity shares are issued, ICDR Regulations are not applicable to GTL and accordingly we have not valued equity shares of GTL.
- 8.2. We understand that the instrument does not have any embedded option. Therefore, preference shares issued by GTL are valued in accordance with the discounted cash flow method under the income approach, discounting the present value of future dividends and redemption amount. The discount rate is arrived, considering the financial position of GTL, other market and economic factors and the terms of preference shares.
- 8.3. The value of a cumulative, non-convertible, non-participating and redeemable preference shares shall be reflected in the future cash flows of the instrument. Therefore, the market approach/cost approach shall not be considered for the current exercise.

Suryoday One

- 8.4. We have considered the DCF method under Income Approach for the valuation of Suryoday One as **it reflects "going concern value" of the business**. We have used the Free Cash Flows to Firm (**"FCFF"**) method under DCF method to calculate equity value of Suryoday One.
- 8.5. The Transferor Company operates a solar power generation plant and distributes the energy to the consumers on the basis of Power Purchase Agreement ("PPA"). The value of a power plant is a function of the tariff rate agreed in the PPA, location of the plant, contracted capacity, term of the agreement, etc. Therefore, the financial & operational parameters and valuation of different power plants shall differ. Further, Suryoday One has only one operating plant as compared to other solar power companies. Hence, Comparable Companies Multiple Method ("CCM") and Comparable Transactions Multiple Method ("CTM") is not considered for determining the fair equity value of Suryoday One.
- 8.6. In a going concern scenario, the earning power, as reflected under the Income Approach, is of greater importance to the basis of amalgamation, than the values arrived at on the net asset basis being of limited relevance. Therefore, we have not considered Asset / Cost approach for valuation since the asset / **cost approach does not reflect the intrinsic value of the business in a "going concern scenario"**.



9. Basis of Fair Share Swap ratio

- 9.1. The basis of the fair share swap ratio for the Proposed Scheme would have to be determined after taking into consideration all the factors and methods mentioned hereinabove and to arrive at a final value. It is, however, important to note that in doing so, we are not attempting to arrive at the absolute values of the Transferor Company, but at their relative values to facilitate the determination of the fair share swap ratio. In the current case, the equity valuation of GTL was not considered since the consideration shall be discharged via preference shares.
- 9.2. We have independently applied methods discussed above, as considered appropriate, and arrived at the assessment of value of the Transferor Company.
- 9.3. The fair share swap ratio has been arrived at, based on the various approaches/methods explained herein earlier and various qualitative factors relevant to each Company and the business dynamics and growth potentials of the business, having regard to information base, key underlying assumptions and limitations. For this purpose, we have assigned appropriate weights to the values arrived at under each approach/method.

10. Major factors that were considered during the valuation

- 10.1. Key operating/ financial parameters of the Transferor Company;
- 10.2. Terms of issue of the Preference Shares;
- 10.3. Financial Projections of Transferor Company provided to us; and
- 10.4. Discussion with the management of the Transferor Company on future business aspects.



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11. Conclusion

11.1. In the ultimate analysis, valuation will have to involve the exercise of judicious discretion and judgment taking into account all the relevant factors. There will always be several factors, e.g. present and prospective competition, yield on comparable securities and market sentiments etc. which are not evident from the face of the balance sheets, but which will strongly influence the worth of a share. This concept is also recognized in judicial decisions. For example, Viscount Simon Bd in Gold Coast Selection Trust Ltd. vs. Humphrey reported in 30 TC 209 (House of Lords) and quoted with approval by the Honorable Supreme Court of India in the case reported in 176 ITR 417 as under:

"If the asset takes the form of fully paid shares, the valuation will take into account not only the terms of the agreement but a number of other factors, such as prospective yield, marketability, the general outlook for the type of business of the company which has allotted the shares, the result of a contemporary prospectus offering similar shares for subscription, the capital position of the company, so forth. There may also be an element of value in the fact that the holding of the shares gives control of the company. If the asset is difficult to value, but is nonetheless of a money value, the best valuation possible must be made. Valuation is an art, not an exact science. Mathematical certainty is not demanded, nor indeed is it possible".

11.2. As discussed earlier, we have used Discounted Cash Flow method to value the Transferor Company and arrived at the recommended fair share swap ratio for amalgamation of Suryoday One into GTL as follows:

Valuation Approach	Valuation Method	GTL ¹		Suryoday One	
		Value Per Share (INR)	Weights	Value Per Share (INR)	Weights
Cost Approach	Summation Method	NA	NA	NA	NA
Income Approach ²	DCF Method	10.0	1	12.2	1
Market Approach ³	MP Method	NA	NA	NA	NA
Market Approach ⁴	CCM/CTM Method	NA	NA	NA	NA
Value Per Share		10.0		12.2	
Share Swap Ratio (Rounded Off)		1216		1000	

NA means Not Adopted / Not Applicable.



1. Based on the Proposed Scheme, GTL will issue cumulative, non-convertible, non-participating and redeemable preference shares of INR 10/- each to shareholder of Suryoday One. Therefore, the equity shares of GTL are not valued for this exercise.
2. Discounted Cash Flow Method under Income Approach has been considered for valuing Suryoday One based on projections made available by the Transferor Company. The preference shares of GTL are valued based on the discounted cash flow model under the income approach.
3. Since the Transferor Company is an unlisted Company, Market Price Method is not considered for determining the fair value of Suryoday One. Further, such approach is not used for valuation of preference shares of GTL as they are not listed on any recognized stock exchange. We have not considered **Comparable Companies Multiple Method (“CCM”) and Comparable Transactions Multiple Method (“CTM”)** for valuing preference shares of GTL as there are no exact comparable instruments similar to the proposed issue of preference shares of GTL.
4. The Transferor Company operates a solar power generation plant and distributes the energy to the consumers on the basis of Power Purchase Agreement (“PPA”). The value of a power plant is a function of the tariff rate agreed in the PPA, location of the plant, contracted capacity, term of the agreement, etc. Therefore, the financial & operational parameters and valuation of different power plants shall differ. Further, Suryoday One has only one operating plant as compared to other solar power companies. Hence, CCM and CTM is not considered for determining the fair equity value of Suryoday One.

Following is the recommended Fair share swap ratio for Amalgamation:

1216 11% cumulative, non-convertible, non-participating redeemable preference shares of Gokak Textiles Limited (of INR 10/- each fully paid up) for every 1000 equity shares held in Suryoday One Energy Private Limited (of INR 10/- each fully paid up).



Valuation Annexure

November 2021

Ref. No.: SD/Nov12-88/2021

November 12, 2021

To,

The Board of Directors
Gokak Textiles Limited
#1, 2nd Floor, 12th Cross, Ideal Homes,
Near Jayanna Circle, Rajarajeshwari Nagar,
Bengaluru - 560 098

The Board of Directors
Suryoday One Energy Private Limited
41/44, SP Centre, Minoo Desai Marg,
Colaba, Mumbai, Maharashtra - 400 005

Dear Sir(s)/ Madam(s),

Sub: Valuation Annexure in relation to Fair Share Swap Ratio Report for the Proposed Composite Scheme of Arrangement

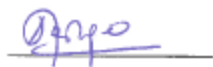
This is with reference to BDO Valuation Advisory LLP (**'BDO Val' or 'Us'**) report dated November 12, 2021 with Ref. No.: SD/Nov12-87/2021 (**'Report'**). Please find enclosed relevant computations based on which our recommendation of the fair share swap ratio for the proposed amalgamation of Suryoday One Energy Private Limited (**'Suryoday One' or 'Transferor Company'**) with Gokak Textiles Limited (**'GTL' or 'Transferee Company'**) (together referred to as 'the Companies') is arrived.

In this connection, we mention that the computations enclosed herewith need to be viewed in conjunction with the Report and the documents referred to in the Report. The recommendation of the fair share swap ratio for the proposed amalgamation is arrived on the approach and methodology detailed in the Report and various qualitative factors relevant to each specific company having regard to the information, management representations, key underlying assumptions and limitations as referred in the Report.

Regards,

For BDO Valuation Advisory LLP

IBBI Regn No.: IBBI/RV-E/02/2019/103



Swanand Kishor Deshpande

Partner

IBBI Regn No.: IBBI/RV/05/2019/11148



Annexure 1: Summary of Valuation Approaches & Methodologies used for Valuation Exercise

Company	Market Approach ⁽¹⁾	Income Approach - DCF Method ⁽²⁾	Cost Approach
Suryoday One ⁽³⁾	X	✓	X
GTL ⁽³⁾	X	✓	X

Notes:

1. Since the Transferor Company is an unlisted Company, Market Price Method is not considered for determining the fair value of Suryoday One. Further, such approach is not used for valuation of preference shares as they are not listed on any recognized stock exchange. We have not **considered Comparable Companies Multiple Method (“CCM”) and Comparable Transactions Multiple Method (“CTM”) for valuing preference shares of GTL as there are no exact comparable instruments similar to the proposed issue of preference shares of GTL.** Transferor Company runs a solar power generation plant and distributes the energy to the consumers on the basis of **Power Purchase Agreement (“PPA”). The value of a power plant is a function of the tariff rate** agreed in the PPA, location of the plant, contracted capacity, term of the agreement, etc. Therefore, CCM and CTM is not used for determining the fair value of Suryoday One.
2. Based on the Proposed Scheme, GTL will issue cumulative non-convertible non-participating and redeemable preference shares of INR 10/- each to shareholder of Suryoday One. Therefore, the equity shares of GTL are not valued for this exercise.
3. Discounted Cash Flow Method under Income Approach has been considered for valuing Suryoday One based on projections made available by the Transferor Company. The preference shares of GTL are valued based on the discounted cash flow model under the income approach.



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In the light of the above, and on consideration of all the relevant factors and circumstances as discussed and outlined in the Report and hereinabove, in our opinion fair share swap ratio for the proposed amalgamation of Suryoday One into GTL is as follows (as per the Report):

Valuation Approach	Valuation Method	GTL		Suryoday One	
		Value Per Share (INR)	Weights	Value Per Share (INR)	Weights
Cost Approach	Summation Method	NA	NA	NA	NA
Income Approach	DCF Method	10.0	1	12.2	1
Market Approach	MP Method	NA	NA	NA	NA
Market Approach	CCM/CTM Method	NA	NA	NA	NA
Value Per Share		10.0		12.2	
Swap Ratio (Rounded Off)		1216		1000	

NA= Not Adopted/Not Applicable

Recommendation:

1216 11% cumulative, non-convertible, non-participating redeemable preference shares of Gokak Textiles Limited (of INR 10/- each fully paid up) for every 1000 equity shares held in Suryoday One Energy Private Limited (of INR 10/- each fully paid up).



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Annexure 2: Valuation of Preference Shares of Gokak Textiles Limited:

The Management of GTL has provided us with the terms of the preference shares. The Management has also confirmed that the GTL shall be able to service the dividend obligations from year 2 onwards. The value of a cumulative, non-convertible, non-participating and redeemable preference shares shall be reflected in the future cash flows of the instrument. Therefore, we have used the income approach to value the preference shares.

Income Approach

A) GTL

Discounting Rate	10.9%									
<i>(Amount in INR)</i>										
Date of Payment	Year 1	Year 2	Year 3	Year 4	Year 5	Year 6	Year 7	Year 8	Year 9	Year 10
Coupon Payments	-	2.2	1.1	1.1	1.1	1.1	1.1	1.1	1.1	1.1
Redemption Price										10.0
Total Payment	-	2.2	1.1	1.1	1.1	1.1	1.1	1.1	1.1	11.1
Discounting Factor	0.9	0.8	0.7	0.7	0.6	0.5	0.5	0.4	0.4	0.4
Present Value of Total Payment	-	1.8	0.8	0.7	0.7	0.6	0.5	0.5	0.4	3.9
Value of RPS	10.0									

The discount rate is arrived, considering the financial position of GTL, other market and economic factors and the terms of preference shares.

Annexure 3: Valuation of Suryoday One as per DCF approach

We have considered the DCF method under Income Approach for the valuation of Suryoday One as it reflects “going concern value” of the business. We have used the Free Cash Flows to Firm (“FCFF”) method under DCF method to calculate equity value of the Suryoday One.

Particulars	INR Mn
NPV of Explicit Period	2,694.3
Enterprise Value (EV)	2,694.3
<i>Net Debt Adjustment</i>	<i>(2,199.2)</i>
Equity Value	495.1
Equity Value as on Valuation Date	500.8
Illiquidity Discount	15%
Adjusted Equity Value	425.7



Report of the Audit Committee of Gokak Textiles Limited (“the Company”), on the Draft Scheme of Arrangement (“the Scheme”) between Suryoday One Energy Private Limited (“Suryoday”) and Gokak Textiles Limited (“Gokak”) and their respective shareholders and creditors under section 230 to 232 and other applicable provisions of the Companies Act, 2013

Members Present:

Mr. D. G. Prasad, Independent Director & Chairman of the Audit Committee
Mr. Pradip N. Kapadia, Independent Director & Member
Mr. Ramesh R. Patil, Non-Independent, Executive Director

In Attendance:

Rakesh M. Nanwani, Company Secretary & Compliance Officer

By Invitation:

Mr. Nikhil Bhatia, Independent Director
Mr. Vinod Bhandawat, Non-Independent Non-Executive Director
Ms. Tripti Navani, Non-Independent Non-Executive Director
Mr. Vipin Kumar Sharma, Chief Financial Officer
Mr. Binoy Parikh, Katalyst Advisors Private Limited
Mr. Mihir Mehta, Katalyst Advisors Private Limited

1. The Audit Committee of Gokak Textiles Limited (GTL) at its meeting held on November 12, 2021 considered the Draft Scheme of Arrangement (“Scheme”) prepared in conformity with the provisions of Section 232 read with Section 230 and other applicable provisions of the Companies Act, 2013 and the rules and regulations made thereunder between Suryoday One Energy Private Limited (“Suryoday” or “Transferor Company” for Part D of the Scheme) and Gokak Textiles Limited (“Gokak” or “Transferee Company” for Part D of the Scheme) and recommend the said Draft Scheme to the Board of Directors of GTL for its approval. Gokak Textiles Limited is a subsidiary of Shapoorji Pallonji and Company Private Limited. Suryoday One Energy Private Limited is a step-down subsidiary of Shapoorji Pallonji and Company Private Limited.
2. The Equity shares of the Company are listed on BSE Limited (“BSE”). The Company will be filing the Scheme along with the necessary information / documents with the BSE under Regulation 37 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.
3. The Report of the Audit Committee, is made conforming to the requirements in the SEBI’s Master Circular - SEBI/HO/CFD/DIL1/CIR/P/2020/249 dated December 22, 2020 (“SEBI Circular”) (issued by the Securities and Exchange Board of India (“SEBI”) (including any amendment(s) or modification(s) thereto) after considering the following documents:-
 - A. The Draft Scheme of Arrangement;
 - B. Valuation Report dated November 12, 2021 of BDO Valuation Advisory LLP, (IBBI Regn. No.: IBBI/RV-E/02/2019/103), a Firm of Registered Valuers on valuation of assets/shares for the listed entity and unlisted entity and its recommendation of the share exchange ratio (‘Share Exchange Ratio Report’);



- C. Fairness Opinion Report ('Fairness Opinion') dated November 12, 2021 issued by Fedex Securities Private Limited, a SEBI Registered Merchant Banker (SEBI REG NO: INM000010163) providing the Fairness Opinion on the Valuation Report of BDO Valuation Advisory LLP, a Firm of Registered Valuers on the valuation of assets and shares of the Transferor and Transferee Companies and the Fair Share Swap ratio recommended.
- D. Shareholding pattern of Suryoday One Energy Private Limited;
- E. Audited financial statements of Suryoday and Gokak i.e. the Company, for the last 3 years i.e. 2018-2019, 2019-2020 & 2020-2021.
- F. Certificate dated November 12, 2021 issued by Batliboi & Purohit, Chartered Accountants, Statutory Auditors confirming that the proposed accounting treatments contained in Clause 7 and Clause 13 of the Draft Composite Scheme of Arrangement is in conformity with the Indian Accounting Standards prescribed under section 133 of the Act.
- G. Report of the Committee of Independent Directors of GTL recommending the Draft Scheme to the Board of Directors of GTL for approval after due consideration to the effect that the scheme *inter alia* is not detrimental to the shareholders of the listed entity.

4. The Scheme *inter alia* provides for the following:

Part C of the Scheme: Reduction of Share Capital and Reorganisation of reserves of Gokak Textiles Limited;

Part D of the Scheme: Upon Part C of the Scheme being given effect to, Amalgamation of (by way of absorption) Suryoday One Energy Private Limited with and into Gokak Textiles Limited;

5. The Audit Committee has perused the provisions in the Scheme and has noted as under:

A. Need for the Scheme

This Scheme, if approved, will enable the Company to explore opportunities of raising funds from capital markets / banks and financial institutions to undertake its existing business activities. Additionally, the merger of Suryoday One Energy Private Limited with the Company will enable the company to venture into renewable energy business and thus allow the Company to explore better avenues for expansion in future. Thus, the proposed Scheme is aimed at ensuring a simplified Group structure by reducing the number of legal entities and also creating new business opportunities for the Company.



B. Rationale for the Scheme

a. Part C of the proposed Scheme:

i. The Scheme if approved, will enable the Transferee Company, i.e. Gokak Textiles Limited to consolidate the ownership of the power business and also provide reliable source of power for its textile division;

ii. The Scheme does not involve any financial outlay / outgo and therefore, would not affect the ability or liquidity of Gokak Textiles Limited to meet its obligations / commitments in the normal course of business. Further, this Scheme would also not in any way adversely affect the ordinary operations of the Company.

b. Part D of the proposed Scheme:

i. Enabling the Transferee Company, i.e. Gokak Textiles Limited to further consolidate its renewable energy business by adding Solar Power business to existing Hydro Power business of its Subsidiary Company;

ii. Provide reliable source of power to its textile business;

iii. The Transferee Company can explore better avenues for energy business for further expansion in future.

C. Synergies of the businesses of the entities

Amalgamation of Suryoday One Energy Private Limited with Gokak Textiles Limited will enable the Company to explore better avenues for expansion in future, and also provide reliable source of power to its textile business. Further, reduction in number of legal entities will assist in reducing overheads and other administrative costs at a Group level.

Thus, the Scheme is expected to provide both operational and strategic benefit from long-term shareholder value creation perspective.

D. Impact of the Scheme on shareholders

The Scheme does not entail any financial outgo for the Company and hence it should not affect the financial position of the Company.

Further, the share exchange ratio as submitted by BDO Valuation Advisory LLP, Independent Chartered Accountants in Part D of the Scheme, is fair to the shareholders as recommended in the Fairness Opinion.

Since redeemable preference shares would be issued as a part of consideration for the merger, it will not have any effect on the voting rights of the minority shareholders.

Considering the above, economic interest of all shareholders of the Company would continue to remain the same, and there would be no adverse impact on the shareholders, post implementation of the Scheme.



E. Cost Benefit Analysis of the Scheme

All the costs, charges, taxes, including consultant's fees, lawyer's fees and all other expenses if any, arising out of or incurred in implementing the said scheme and matters incidental thereto shall be borne by Gokak and Suryoday in the ratio of 50:50. Costs incurred toward the implementation of the Scheme foreshadows the long-run benefit that can be derived by achieving strategic and operational synergies envisaged under the Scheme.

Further, there will be business benefits arising to the Company, as explained in the above paragraphs, which cannot be quantified.

6. Consideration / Share Exchange Ratio

For Part C of the Scheme:

Upon Scheme becoming effective, Gokak Textiles Limited shall, in lieu of cancellation of preference shares and write-back of borrowings, issue 23,58,10,000 (Twenty-Three Crores Fifty-Eight Lakhs and Ten Thousand Only) 7% Cumulative Perpetual Debentures of face value of INR 10 each to Shapoorji Pallonji and Company Private Limited, as provided in Clause 6.1 of the Scheme.

For Part D of the Scheme:

In respect of share exchange ratio, the Audit Committee noted, deliberated and confirmed that the report on recommendation of fair equity share entitlement ratio as recommended for Part D of the Scheme, in the report on recommendation of fair equity share entitlement ratio is fair to the shareholders. Upon scheme becoming effective, shares would be issued as under:

1216 fully paid-up 11% Redeemable Non-Convertible Cumulative Non-Participating Preference Shares of INR 10/- each of Transferee Company for every 1000 equity shares held in Transferor Company, in proportion to their shareholding in the Transferor Company.

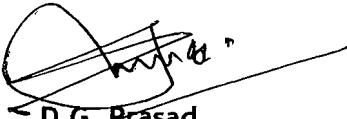
7. The proposed Appointed Date for the Scheme is 1st April, 2021.
8. "Effective Date" means the date on which last of the conditionalities specified in Clause 25 of the Scheme is fulfilled. Any reference in this Scheme to the date "upon the Scheme becoming effective" or "effectiveness of the Scheme" or "upon coming into effect of this Scheme" or "upon the Scheme coming into effect" shall mean the Effective Date, as defined in clause 25 of the Scheme
9. The Scheme would be subject to the sanction and approval of the National Company Law Tribunal, the SEBI, the BSE, Shareholders and other appropriate authorities;
10. The Scheme is conditional upon approval by the public shareholders through e-voting in terms of Part - I (A)(10)(a) of SEBI Master circular No. SEBI/HO/CFD/ DIL1/CIR/P/2020 /249 dated December 22, 2020, and the Scheme shall be acted upon only if vote cast by the public shareholders in favour of the proposal are more than the number of votes cast by the public shareholders against it.



11. Recommendation of the Committee

In the light of what is stated in the foregoing paragraphs, the Audit Committee after due deliberations and due consideration of all the terms of the Draft Scheme, Report on recommendation of fair equity share entitlement ratio, Fairness Opinion and the specific points mentioned above, recommends the Draft Scheme for approval of the Board of Directors of the Company.

For the Audit Committee of Gokak Textiles Limited



D.G. Prasad
Chairman of the Audit Committee
Date: November 12, 2021
Place: Mumbai



SEBI REG NO: INM000010163

Strictly Private & Confidential

12 November 2021

To

Gokak Textiles Limited

#1, 2nd Floor, 12th Cross, Ideal
Homes, Near Jayanna Circle,
Rajarajeshwari Nagar,
Bengaluru – 560 098, India

To

Suryoday One Energy Private Limited

41/44, SP Centre, Minoo Desai Marg,
Colaba, Mumbai,
Maharashtra – 400 005, India

Dear Sir(s)/Madam(s):

Engagement Background

We understand from the management of Gokak Textiles Limited (“**GTL**” or “**Transferee Company**”) and Suryoday One Energy Private Limited (“**SOEPL**” or “**Transferor Company**”) together hereinafter referred to as ‘**the Client**’, are proposing to consolidate SOEPL with GTL pursuant to proposed Composite Scheme of Arrangement and Merger by Absorption between GTL and SOEPL and their respective shareholders (“**the Proposed Scheme**”) under sections 230 to 232 of the Transferor Companies Act, 2013 and other applicable provisions of the Companies Act, 2013 and rules made thereunder, as may be applicable. In this regard, management of the Client is required to determine fair share swap ratio.

BDO Valuation Advisory LLP (the “**Valuer**”) is appointed by the Client to prepare a report (“Share Swap Report”) and recommend the fair share swap ratio. As per the Share Swap Report dated November 12, 2021, provided to us by the Client, the Valuer has recommended the fair share swap ratio as on November 12, 2021 as below:

For 1000 equity share of Transferor Company, 1216 preference shares of GTL will be issued.



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In connection with the aforesaid, you requested our fairness opinion (the “**Opinion**”) as of the date hereof, as to the fairness of the Share Swap Ratio to the shareholders of the Client. The scope of this opinion includes commenting on the fairness of the Share Swap Ratio recommended by the Valuer and not on the fairness or the economic rationale of the Proposed Scheme per se or the valuation methods used by the Valuer, or the financial statement relied upon for the same by the Valuer.

This Opinion is addressed to the management of the Client. Further, this Opinion is subject to the scope, limitations, assumptions, exclusions and disclaimers detailed herein. This Opinion has been issued as per the requirements of Securities & Exchange Board of India (“SEBI”) circular no. CFD/DIL1/CIR/P/2020/249 dated December 22, 2020 (“**SEBI Circular**”) read with applicable regulations of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“**Listing Regulations**”) as amended from time to time. As such the Opinion is to be read in totality, not in parts and in conjunction with the relevant documents referred to herein. This Opinion has been issued only for the purpose of facilitating the Proposed Scheme in terms of abovementioned SEBI Circulars and should not be used for any other purpose.

Brief Background of the Companies

Gokak Textiles Limited (“GTL” or “Transferee Company”) was incorporated as a public limited company in the State of Karnataka. GTL is engaged in the business of textile, manufacturing cotton yarn, blended yarn, industrial fabrics, terry towels, t-shirts, polos, undergarments, sweaters, etc. The ordinary equity shares of GTL are listed on BSE Limited (‘BSE’). The registered office of GTL is situated at #1, 2nd Floor, 12th Cross, Ideal Homes, Near Jayanna Circle, Rajarajeshwari Nagar, Bengaluru - 560 098.

Suryoday One Energy Private Limited (“SOEPL” or “Transferor Company”) operates a solar photovoltaic power project with a capacity of 40MW in the state of Karnataka to supply annually around 90 Mn Units of solar power. Suryoday One is incorporated as a private limited company and has its registered office at 41/44, SP Centre, Minoo Desai Marg, Colaba, Mumbai, Maharashtra - 400 005.

Brief Background of the Proposed Scheme

Companies under the Proposed Scheme and their respective shareholders will comply with the provisions of section 230 to 232 and other relevant provisions of the Companies Act, 2013 along with the applicable provisions of SEBI. The Appointed Date for the Scheme is April 01, 2021, or such other date as may be approved by the National Company Law Tribunal for the purpose of the Proposed Scheme. As per the Proposed Scheme, GTL will issue preference shares in exchange of equity shares of SOEPL.



Yashak

Source of Information

In arriving at the Opinion set forth below, we have relied upon the accuracy and completeness of all information and documents provided to us by the Client and/or their other advisors, including:

1. Share Swap Report dated November 12, 2021, prepared by the Valuer;
2. Draft Composite Scheme of Arrangement and Merger by Absorption between GTL and SOEPL and their respective shareholders ("**the Proposed Scheme**");
3. Detailed business profile and information of current business operations of the Transferor Company;
4. Provision financial statements of the Transferor Company for the year ended March 31, 2021;
5. Provision financial statements of the Transferor Company for the period ended September 30, 2021;
6. Projected financial statements of SOEPL for the period starting from October 01, 2021 to March 31, 2043;
7. Income Tax Return (ITR) of SOEPL for FY20;
8. Necessary explanations, information and representations provided by the management of the Client and/or its advisors.

Distribution of this Fairness Opinion

The Fairness Opinion is addressed to the Management of the Client solely for the purpose of providing them with an independent opinion on the fairness of the Share Entitlement Ratio as determined by the Valuer and for the purpose of submission to the Stock Exchanges, National Company Law Tribunal along with the petition for the Proposed Scheme and such other regulatory authorities under Listing Regulations, SEBI Circular and /or Companies Act, 2013. The Fairness Opinion shall not be disclosed or referred to publicly or to any third party, other than as required by Indian law (in which case you would provide us a prior written intimation) without our prior written consent. The Fairness Opinion should be read in totality and not in parts. Further, this Fairness Opinion should not be used or quoted for any purpose. If this Fairness Opinion is used by any person other than to whom it is addressed or for any purpose other than the purpose stated hereinabove, then we will not be liable for any consequences thereof. Neither this Opinion nor its contents may be referred to quoted to/by any third party, in any registration statement, prospectus, offering memorandum, annual report, loan agreement or any other agreement or documents given to third parties. The receipt of this Opinion by any person is not to be taken as constituting the giving of investment opinion by us to any such person, not to constitute such person our client.

In no circumstances, however, will Fedex or its directors, officers, employees and controlling persons of Fedex accept any responsibility or liability including any pecuniary or financial liability to any third party, in any registration statement, prospectus, offering memorandum, annual report, loan agreement or any other agreement or documents given to third parties.



The image shows a circular stamp of Fedex Securities Pvt. Ltd. Mumbai. The stamp contains the text "FEDEX SECURITIES PVT. LTD." around the top edge and "MUMBAI" in the center. To the right of the stamp is a handwritten signature in blue ink that appears to read "M. Ashok".

Conclusion

Based on our examination of the Valuation Report, such other information / undertakings / representations provided to us by the Client and our independent analysis and evaluation of such information and subject to the scope limitations as mentioned herein Annexure 1 and to the best of our knowledge and belief, we are of the opinion that the Share Swap Ratio is fair for the shareholders of the Client.

Yours truly,

For **Fedex Securities Private Limited**

(Formerly known as Fedex Securites Limited)

Yashak



Authorised Signatory

Date: November 12, 2021

Limitation of Scope and Review

Our Opinion and analysis are limited to the extent of review of documents as provided to us by the Client including the Share Swap Report and the Proposed Scheme. The Client has been provided with the opportunity to review the draft Opinion as part of our standard practice to make sure that factual inaccuracy / omissions are avoided in our final opinion.

We have assumed and relied upon, without independent verification, the accuracy and completeness of all financial and other information and data that was publicly available or provided to or otherwise made available to us or discussed with us by the Client, and upon the understanding that the management of Client and its advisors are not aware of any relevant information relating to Client that has been omitted or that remains undisclosed to us that would make the information or data examined by, provided to, reviewed by or discussed with us inaccurate or misleading in any respect or that would otherwise be relevant in arriving at our Opinion.

We express no opinion and accordingly accept no responsibility with respect to or for such information, or the assumptions on which it is based. We have not assumed any obligation to conduct, nor have conducted any physical inspection or title verification of the properties or facilities of the Client and neither express any opinion with respect thereto nor accept any responsibility therefore. Our work does not constitute an audit, due diligence or certification of the historical financial statements including the working results of the Client or its businesses referred to in this Opinion. Accordingly, we are unable to and do not express an opinion on the accuracy of any financial information referred to in this report. We assume no responsibility whatsoever for any errors in the information furnished by the Client and/or their other advisors and their impact on the present exercise. It is hereby clarified that we have not undertaken the valuation exercise.

We have not made any independent valuation or appraisal of the assets or liabilities of the Client, nor have we been furnished with any such appraisals. We have not conducted or prepared a model for any asset valuation or provided an analysis of due diligence or appraisal of the assets and liabilities of the Client and have wholly relied on information provided by the Client in that regard.

We have not received any internal management information statement or any non-public reports, and instead, with your consent, have relied upon information that was publicly available or provided or otherwise made available to us by the Client for the purposes of this Fairness Opinion.

We are not experts in evaluation of litigation or other actual or threatened claims or any tax implication connected with the Proposed Scheme and accordingly we have not evaluated any litigation or other actual or threatened claims. We have undertaken no independent analysis of any potential or actual litigation,



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regulatory action, possible unasserted claims, or other contingent liabilities to which the Client is or may be a party or are or may be a subject, or of any government investigation of any possible unasserted claims or other contingent liabilities to which the Client are or may be a party or are or may be a subject. No investigation as to the Client claim to title of assets has been made for the purpose of this exercise and the Client claim to such rights has been assumed to be valid. We have not evaluated the solvency or fair value of the Client under either the laws of India or other laws relating to bankruptcy, insolvency or similar matters.

Our Opinion should not be construed as certifying the compliance with the provisions of any law including company or taxation laws or any legal, regulatory including all SEBI regulations, accounting or taxation implications or issues. We understand that the Client would obtain such advice as deemed necessary from qualified professionals.

We express no opinion whatsoever and make no recommendation at all as to Client's underlying decision to effect the Proposed Scheme or as to how the holders of equity shares or secured or unsecured creditors of the Client should vote at their respective meetings held in connection with the Proposed Scheme. We do not express and should not be deemed to have expressed any views on any other terms of Proposed Scheme. We also express no opinion and accordingly accept no responsibility for or as to the price at which the equity shares of the GTL will trade following any announcement made by the Client or as to the financial performance of the Client. In rendering our Opinion, we have assumed, that the Proposed Scheme will be implemented on the terms described therein, without any waiver or modification of any material terms or conditions, and that in the course of obtaining the necessary regulatory or other consents or approvals for the Proposed Scheme, no restrictions will be imposed or there will be no delays that will have a material adverse effect on the benefits of the Proposed Scheme that may have been contemplated.

We have assumed that there are no other contingent liabilities or circumstances that could materially affect the business or financial prospects of the Client, other than those disclosed in the information provided to us.

We understand that the management of the Client and, during our discussion with them, would have drawn our attention to all such information and matters which may have an impact on our analysis and opinion.

Our opinion is necessarily based on financial, economic, market and other conditions as they currently exist and, on the information, made available to us as of the date hereof. It should be understood that although subsequent developments may affect this opinion, we do not have an obligation to update, revise or reaffirm this opinion. In arriving at our opinion, we were not authorised to solicit, and did not solicit, interest from any party with respect to the acquisition, business combination or other extraordinary transaction involving the Client or any of its assets, nor did we negotiate with any other party in this regard.



Our Opinion also does not address any matters other than expressly stated herein, including but not limited to matters such as corporate governance matters, shareholder rights or any other equitable considerations. We were not requested to, and we did not, participate in the negotiation of the terms of the Scheme, its feasibility or otherwise and we did not provide any advice or services in connection with any transaction other than the delivery of this Opinion. We express no view or opinion as to any such matters. We also express no view as to, and our Opinion does not address, the fairness (financial or otherwise) of the amount or nature or any other aspect of any compensation to any officers, directors or employees to any parties of the Proposed Scheme, or any class of such persons, relative to the Share Swap Ratio. We express herein no view or opinion as to any terms or other aspects of the Scheme (other than the Share Swap Ratio to the extent expressly stated herein).

Fedex and/or our affiliates in the past may have provided, and may currently or in the future provide, investment banking, commercial banking and other financial services to the Client and/or their affiliates unrelated to the Proposed Scheme. We may have received or in the future may receive compensation for the rendering of the aforementioned services. In the ordinary course of our businesses, we and our affiliates may invest, make or hold long or short positions, finance positions or trade or otherwise effect transactions in debt, equity or other securities or financial instruments (including derivatives or other obligations) of the Client and/or the Resulting Company and/or their respective affiliates, holding companies and group companies.

Fedex will receive a fee in connection with the delivery of this Fairness Opinion. The fee is not contingent upon the nature of the opinion provided to the Client. The fee for our service is not subject to the outcome of the Proposed Scheme. In addition, the Client has agreed to reimburse certain of our expenses and to indemnify us against liabilities arising out of our engagement. This Fairness Opinion is subject to the laws of India.

In no circumstances shall the liability of Fedex, its directors or employees related to the service provided in connection with this opinion, exceed the amount paid to Fedex as fees for this Fairness Opinion.

 *Yashak*

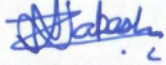
Name of Listed Entity : GOKAK TEXTILES LIMITED

Script Code and name : BSE - 532957

Pre Scheme Shareholding pattern filed under Reg. 31(1)(a)/Reg. 31(1)(b)/Reg. 31(1)(c)

Sr. No.	Particulars	Promoter and Promoter Group	Public	Non Promoter Non Public
1	Whether the Listed Entity has issued any partly paid up shares?	No	No	No
2	Whether the Listed Entity has issued any Convertible Securities or Warrants?	No	No	No
3	Whether the Listed Entity has any shares against which depository receipts are issued?	No	No	No
4	Whether the Listed Entity has any shares in locked-in?	No	No	No
5	Whether any shares held by promoters are pledged or otherwise encumbered?	No	No	No
6	Whether the Listed Entity has issued any Differential Voting Rights?	No	No	No

For GOKAK TEXTILES LIMITED


COMPANY SECRETARY

Pre Scheme Shareholding pattern filed under Reg. 31(1)(a)/Reg. 31(1)(b)/Reg. 31(1)(c)

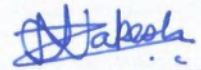
Table I - Summary Statement holding of specified securities

Name of Listed Entity: GOKAK TEXTILES LIMITED

Face Value: 10.00

Category (I)	Category of shareholder (II)	Nos. of share holders (III)	No. of fully paid up equity shares held (IV)	No. of partly paid-up equity shares held (V)	Nos. of shares underlying Depository Receipts (VI)	Total Nos. shares held (VII = IV+V+VI)	Shareholding as a % of total no. of shares (Calculated as per SCRR, 1957) (VIII) As a % of (A+B+C2)	Number of voting Rights held in each class of securities (IX)				No of shares underlying outstanding convertible Securities (including warrants) (X)	Shareholding as a % assuming full conversion of convertible securities (as a % of diluted share capital) (XI) = (VII)+(X) as a % of A+B+C2	Number of Locked in shares (XII)		Number of shares pledged or otherwise encumbered (XIII)		Number of equity shares held in dematerialized form (XIV)
								No of voting Rights			Total as a % of (A+B+C)			No. (a)	As a % of total shares held (b)	No. (a)	As a % of total shares held (b)	
								Class X	Class Y	Total								
(A)	Promoter and Promoter Group	1	47,80,845	-	-	47,80,845	73.56	47,80,845	-	47,80,845	73.56	-	-	-	-	-	-	47,80,845
(B)	Public	8,488	17,18,463	-	-	17,18,463	26.44	17,18,463	-	17,18,463	26.44	-	-	-	-	-	-	14,77,407
(C)	Non Promoter - Non Public																	
(C1)	Shares underlying DRs																	
(C2)	Shares held by Employee Trusts																	
	Total	8,489	64,99,308	-	-	64,99,308	100.00	64,99,308	-	64,99,308	100	-	-	-	-	-	-	62,58,252


For GOKAK TEXTILES LIMITED


COMPANY SECRETARY

Pre Scheme Shareholding pattern filed under Reg. 31(1)(a)/Reg. 31(1)(b)/Reg. 31(1)(c)
 Table II - Statement showing Shareholding Pattern of the Promoter and Promoter Group
 Name of Listed Entity: GOKAK TEXTILES LIMITED
 Face Value 10.00

	Category and Name of the shareholders (i)	PAN (ii)	No. of share holders (iii)	No. of fully paid up equity shares held (iv)	Partly paid-up equity shares held (v)	Nos. of shares underlying Depository Receipts (vi)	Total Nos. shares held (vii) = IV+V+VI)	Shareholding % calculate as per SCRR 1957 As a % of (A+B+C2) (viii)	Number of voting Rights held in each class of securities (ix)			No of shares underlying outstanding convertible Securities (including warrants) (x)	Shareholding as a % assuming full conversion of convertible securities(as a percentage of diluted share capital) (xi)=(vii)-(x) as a % of A+B+C2	Number of Locked in shares (xii)		Number of shares pledged or otherwise encumbered (xiii)		Number of equity shares held in dematerialized form (xiv)	
									No of voting Rights (ix)					Total as a % of Total voting rights	No. (a)	As a % of total shares held (b)	No. (a)		As a % of total shares held (b)
									Class X	Class Y	Total								
1	Indian																		
(a)	Individuals/Hindu Undivided Family		-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
(b)	Central Government/State Government(s)		-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
(c)	Financial Institutions / Banks		-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
(d)	Any Other (specify)		-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
(e)(i)	Bodies Corporate		1	47,80,845	-	-	47,80,845	73.56	47,80,845	-	47,80,845	73.56	-	-	-	-	-	0.00	47,80,845
	Shapoorji Pallonji and Company Pvt. Ltd.	AAACS6994C	1	47,80,845	-	-	47,80,845	73.56	47,80,845	-	47,80,845	73.56	-	-	-	-	-	0.00	47,80,845
	Sub Total (A)(1)		1	47,80,845	-	-	47,80,845	73.56	47,80,845	-	47,80,845	73.56	-	-	-	-	-	-	47,80,845
2	Foreign																		
(a)	Individuals (Non-Resident Individuals/Foreign Individuals)		-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
(b)	Government		-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
(c)	Institutions		-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
(d)	Foreign Portfolio Investor		-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
(e)	Any Other (specify)		-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
(e)(i)	Bodies Corporate		-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
	Sub Total (A)(2)		-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
	Total Shareholding of Promoter and Promoter Group (A)=(A)(1)+(A)(2)		1	47,80,845	-	-	47,80,845	73.56	47,80,845	-	47,80,845	73.56	-	-	-	-	-	-	47,80,845

For GOKAK TEXTILES LIMITED


 COMPANY SECRETARY

Pre Scheme Shareholding pattern filed under Reg. 31(1)(a)/Reg. 31(1)(b)/Reg. 31(1)(c)

Name of Listed Entity: GOKAK TEXTILES LIMITED

Script Code and name : BSE - 532957

Details of Shares which remain unclaimed may be given here along with details such as number of shareholders, outstanding shares held in demat/unclaimed suspense account, voting rights which are frozen etc.

No. of shareholders	No of Shares held
	Nil

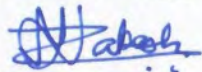
For GOKAK TEXTILES LIMITED



COMPANY SECRETARY

	Category and Name of the shareholders (I)	PAN (II)	No. of shareholders (III)	No. of fully paid up equity shares held (IV)	Partly paid-up equity shares held (V)	Nos. of shares underlying Depository Receipts (VI)	Total Nos. shares held (VII = IV+V+VI)	Shareholding % calculate as per SCRR 1957 As a % of (A+B+C2) (VIII)	Number of voting Rights held in each class of securities (IX)				No of shares underlying outstanding convertible Securities (including warrants) (X)	Total Shareholding as a % assuming full conversion of convertible securities(as a percentage of diluted share capital) (XI)	Number of Locked in shares (XII)		Number of shares pledged or otherwise encumbered (XIII)		Number of equity shares held in dematerialized form (XIV)
									No of voting Rights			Total as a % of Total voting rights			No. (a)	As a % of total shares held (b)	No. (a) (Not applicable)	As a % of total shares held (b) (Not Applicable)	
									Class X	Class Y	Total								
1	Institutions																		
(a)	Mutual Funds/UTI		4	181	-	-	181	0.00	181	-	181	0.00	-	-	-	-	-	-	71
(b)	Venture Capital Funds		-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
(c)	Alternate Investment Funds		-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
(d)	Foreign Venture Capital Investors		-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
(e)	Foreign Portfolio Investors		2	2,00,635	-	-	2,00,635	3.09	2,00,635	-	2,00,635	3.09	-	-	-	-	-	-	2,00,610
(f)	Financial Institutions / Banks		18	9,760	-	-	9,760	0.15	9,760	-	9,760	0.15	-	-	-	-	-	-	5,925
(g)	Insurance Companies		2	2,95,520	-	-	2,95,520	4.55	2,95,520	-	2,95,520	4.55	-	-	-	-	-	-	2,95,270
(h)	Provident Funds / Pension Funds		-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
(i)	Any Other (specify)		-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
(i)(ii)	Qualified Foreign Investor		-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
	Sub Total (B)(1)		26	5,06,096	-	-	5,06,096	7.79	5,06,096	-	5,06,096	7.79	-	-	-	-	-	-	5,01,876
(2)	Central Government/State Government(s)/ Postsident of India		2	55,171	-	-	55,171	0.85	55,171	-	55,171	0.85	-	-	-	-	-	-	15,181
	Sub Total (B)(2)		2	55,171	-	-	55,171	0.85	55,171	-	55,171	0.85	-	-	-	-	-	-	15,181.00
3	Non-institutions																		
(a-i)	Individuals - shareholders holding nominal share capital up to Rs. 2 Lakh		8162	8,53,997	-	-	8,53,997	13.14	8,53,997	-	8,53,997	13.14	-	-	-	-	-	-	6,67,957
(a-ii)	Individual shareholders holding nominal share capital in excess of Rs. 2 Lakh		3	71,642	-	-	71,642	1.10	71,642	-	71,642	1.10	-	-	-	-	-	-	71,642
(b)	NBFCs registered with RBI		-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
(c)	Employee Trusts		-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
(d)	Overseas Depositories (holding DRs)(balancing figure)		-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
(e)	Any Other (specify)		295	2,31,557	-	-	2,31,557	3.56	2,31,557	-	2,31,557	3.56	-	-	-	-	-	-	2,20,751
(i)	NRI		87	15,004	-	-	15,004	0.23	15,004	-	15,004	0.23	-	-	-	-	-	-	10,160
(ii)	Foreign Nationals		1	385	-	-	385	0.01	385	-	385	0.01	-	-	-	-	-	-	385
(iii)	Trusts		2	305	-	-	305	0.00	305	-	305	0.00	-	-	-	-	-	-	305
(iv)	Overseas Corporate Bodies		1	790	-	-	790	0.01	790	-	790	0.01	-	-	-	-	-	-	-
(v)	HUF		108	58,940	-	-	58,940	0.91	58,940	-	58,940	0.91	-	-	-	-	-	-	58,936
(vi)	LLP		1	40,884	-	-	40,884	0.63	40,884	-	40,884	0.63	-	-	-	-	-	-	40,884
(vii)	Clearing Member Bodies Corporate		7	3,157	-	-	3,157	0.05	3,157	-	3,157	0.05	-	-	-	-	-	-	3,157
(ix)	Unclaimed/Escrow Account		88	1,12,092	-	-	1,12,092	1.72	1,12,092	-	1,12,092	1.72	-	-	-	-	-	-	1,06,924
(x)	Any Other		-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
	Sub Total (B)(3)		8,460	11,57,196	-	-	11,57,196	17.80	11,57,196	-	11,57,196	17.80	-	-	-	-	-	-	9,60,350
	Total Public Shareholding (B)=(B)(1)+(B)(2)+(B)(3)		8,488	17,18,463	-	-	17,18,463	26.44	17,18,463	-	17,18,463	26.44	-	-	-	-	-	-	14,77,407

For GOKAK TEXTILES LIMITED


COMPANY SECRETARY

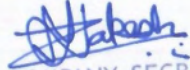
Pre Scheme Shareholding pattern filed under Reg. 31(1)(a)/Reg. 31(1)(b)/Reg. 31(1)(c)

Name of Listed Entity: GOKAK TEXTILES LIMITED

Script Code and name : BSE - 532957

Name of shareholder	Name of PAC	No. of shareholders	Holding %
		Nil	

For GOKAK TEXTILES LIMITED


COMPANY SECRETARY

Pre Scheme Shareholding pattern filed under Reg. 31(1)(a)/Reg. 31(1)(b)/Reg. 31(1)(c)

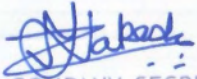
Name of Listed Entity: GOKAK TEXTILES LIMITED

Script Code and name : BSE - 532957

Details of Shares which remain unclaimed may be given hear along with details such as number of shareholders, outstanding shares held in demat/unclaimed suspense account, voting rights which are frozen etc.

No. of shareholders	No of Shares held
	Nil

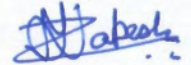
For GOKAK TEXTILES LIMITED


COMPANY SECRETARY

Pre Scheme Shareholding pattern filed under Reg. 31(1)(a)/Reg. 31(1)(b)/Reg. 31(1)(c)
 Table IV - Statement showing Shareholding Pattern of the Non Promoter - Non Public shareholder
 Name of Listed Entity: GOKAK TEXTILES LIMITED
 Face Value 10.00

Category and Name of the shareholders (I)	PAN (II)	No. of share holders (III)	No. of fully paid up equity shares held (IV)	Partly paid-up equity shares held (V)	Nos. of shares underlying Depository Receipts (VI)	Total Nos. shares held (VII) = IV+V+VI)	Shareholding % calculate as per SCRR 1957 As a % of (A+B+C2) (VIII)	Number of voting Rights held in each class of securities (IX)				No of shares underlying outstanding convertible Securities (including warrants) (X)	Total Shareholding as a % assuming full conversion of convertible securities(as a percentage of diluted share capital) (XI)	Number of Locked in shares (XII)		Number of shares pledged or otherwise encumbered (XIII)		Number of equity shares held in dematerialized form (XIV)
								No of voting Rights			Total as a % of Total voting rights			No. (a)	As a % of total shares held (b)	No. (a) (Not Applicable)	As a % of total shares held (b) (Not Applicable)	
								Class X	Class Y	Total								
Custodian/ DR Holder		-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
Employee Benefit Trust (under SEBI (Share Based Employee Benefit) Regulations, 2014)		-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
Total Non-Promoter-Non Public Shareholding (C) = (C)(1)+(C)(2)		-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-

For GOKAK TEXTILES LIMITED



COMPANY SECRETARY

The Ministry of Corporate Affairs ("MCA") vide Notification dated June 14, 2018 notified the Companies (Significant Beneficial Owners) Rules, 2018 (amended by Companies (Significant Beneficial Owners) Amendment Rules, 2019) (hereinafter referred as "SBO Rules") under which various requirements pertaining to disclosures regarding Significant Beneficial Owners have been specified.

To align with the Companies Act, 2013, the Securities and Exchange Board of India vide notification dated December 7, 2018, prescribed format for reporting of details of Significant Beneficial Owner in the shareholding Pattern.

Pursuant to the SBO Rules, the Holding Reporting Company which receives BEN -1 from the Significant Beneficial Owner directly is required to file BEN-2 and subsidiary company has to file BEN-2 providing Corporate Identification Number (CIN) of the Holding Reporting Company. It is pertinent to note that the Subsidiary Company is not required to receive BEN-1 directly from Significant Beneficial Owner.

In view of above, Gokak Textiles Limited being a Subsidiary Company of Shapoorji Pallonji and Company Private Limited is not required to receive BEN 1 and is required to file BEN - 2 providing C.IN of the Shapoorji Pallonji and Company Private Limited, Holding Reporting Company.

The details in Shareholding Pattern pertaining to the Significant Beneficial Interest to be filed with BSE Limited under Regulation 31 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 can be filled only if BEN-1 is received directly by the Company.

Please also note that it is pertinent to note that Gokak Textiles Limited, being a listed Company is not a wholly owned subsidiary of the Holding Reporting Company and neither the SBO Rules nor SEBI Regulations provides for disclosing proportional holding on the basis of BEN-1 received by the Reporting Holding Company.

For GOKAK TEXTILES LIMITED



COMPANY SECRETARY



**POST SCHEME EQUITY SHAREHOLDING PATTERN OF GOKAK TEXTILES
LIMITED**

There is no change in the Equity Shareholding Pattern of Gokak Textiles Limited post the Scheme of Arrangement.

For Gokak Textiles Limited



Rakesh M. Nanwani
Company Secretary & Compliance Officer
Place: Mumbai
Date: November 24, 2021





PRE-SCHEME PREFERENCE CAPITAL SHAREHOLDING PATTERN OF GOKAK TEXTILES LIMITED AS ON NOVEMBER 24, 2021

Sr. No.	Name of equity shareholder	No. of equity shares (FV INR 10 each)	% Holding
1.	Shapoorji Pallonji and Company Private Limited	17,50,00,000	100%
	TOTAL	17,50,00,000	100.00%

For Gokak Textiles Limited

R.R. Patil



Ramesh R. Patil
Chief Executive Officer & Managing Director
DIN: 07568951
Place: Mumbai
Date: November 24, 2021





**POST-SCHEME PREFERENCE CAPITAL SHAREHOLDING PATTERN OF GOKAK TEXTILES
LIMITED**

Sr. No.	Name of equity shareholder	No. of equity shares (FV INR 10 each)	% Holding
1.	Shapoorji Pallonji and Company Private Limited	Nil	Nil
2.	Shapoorji Pallonji Infrastructure Capital Company Private Limited	4,25,56,838	99.99%
3.	Gokak Power & Energy Limited	3,162	0.01%
	TOTAL	4,25,60,000	100.00%

For Gokak Textiles Limited

R.R. Patil



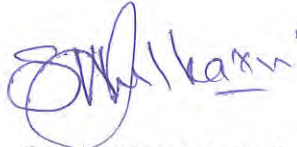
Ramesh R. Patil
Chief Executive Officer & Managing Director
DIN: 07568951
Place: Mumbai
Date: November 24, 2021
Date:



PRE-SCHEME EQUITY SHAREHOLDING PATTERN OF SURYODAY ONE ENERGY PRIVATE LIMITED AS ON NOVEMBER 22, 2021

Sr. No.	Name of equity shareholder	No. of equity shares (FV INR 10/- each)	% Holding
1.	Shapoorji Pallonji Infrastructure Capital Company Private Limited	3,49,97,399	99.99%
2.	Gokak Power and Energy Limited	2,600	0.01%
3.	Mr. Sunil Kulkarni (As Nominee shareholder of Shapoorji Pallonji Infrastructure Capital Company Private Limited)	1	0.00%
	TOTAL	3,50,00,000	100.00%

For Suryoday One Energy Private Limited



Sunil Vasudeo Kulkarni
Director
DIN: 03137498



Place: Mumbai

Date: November 22, 2021

Suryoday One Energy Private Limited

Corporate Identification No. U40101MH2017PTC291189

SP Centre, 41/44, Minoo Desai Marg, Colaba, Mumbai - 400 005, India

(T) +91 22 67490000 (F) +91 22 67490017 website: www.sp-group.co.in

Regd. Office: SP Centre, 41/44, Minoo Desai Marg, Colaba, Mumbai - 400 005



INFRA

The financial details of Gokak Textiles Limited for the previous 3 years as per the audited statement of Accounts:

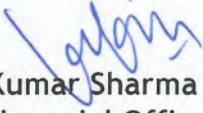
Name of the Company: Gokak Textiles Limited

(Rs. in Crores)

Particulars	As per Last Reviewed Financial Period	As per last Audited Financial Year	1 year prior to the last Audited Financial Year	2 years prior to the last Audited Financial Year
	Sep 30, 2021	2020-21	2019-20	2018-19
Equity Paid up Capital	6.49	6.49	6.49	6.49
Preference Paid Up Capital	175.00	175.00	175.00	175.00
Reserves and surplus	(90.92)	(74.41)	(37.29)	7.55
Carry forward losses	(316.69)	(300.18)	(263.06)	(218.21)
Net Worth*	(63.58)	(47.08)	(9.96)	34.88
Miscellaneous Expenditure	Nil	Nil	Nil	Nil
Secured Loans	Nil	Nil	Nil	6.28
Unsecured Loans	116.06	106.27	92.71	58.53
Fixed Assets	58.58	61.43	67.70	73.49
Income from Operations	59.92	106.70	98.21	173.00
Total Income	62.12	109.07	102.17	180.01
Total Expenditure	78.62	145.94	146.75	216.32
Profit before Tax	(16.50)	(36.87)	(44.58)	(36.31)
Profit after Tax	(16.50)	(36.87)	(44.58)	(36.31)
EBDITA/Cash profit/(Loss)	(6.45)	(17.45)	(26.96)	(16.02)
EPS (in INR)	(25.40)	(56.73)	(68.60)	(55.87)
Book value per share (in INR)	N.A.	N.A.	N.A.	N.A.

* Net-worth has been computed as per section 2(57) of Companies Act, 2013

For Gokak Textiles Limited


Vipin Kumar Sharma
Chief Financial Officer
Place: Mumbai

Date: November 24, 2021



The financial details and capital evolution of Suryoday One Energy Private Limited for the previous 3 years as per the audited statement of Accounts:

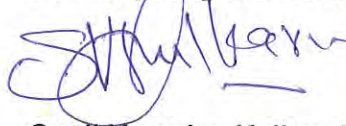
Name of the Company: Suryoday One Energy Private Limited

(Rs. in Crores)

Particulars	As per last Reviewed Financial Period	As per last Audited Financial Year	1 year prior to the last Audited Financial Year	2 years prior to the last Audited Financial Year
	Sep. 30, 2021	2020-21	2019-20	2018-19
Equity Paid up Capital	35.00	35.00	35.00	35.00
Reserves and surplus	(33.88)	(29.63)	(21.11)	(11.12)
Carry forward losses	(33.88)	(29.63)	(21.11)	(11.12)
Net Worth	1.12	5.36	13.88	23.88
Miscellaneous Expenditure	0.03	0.07	0.02	0.16
Secured Loans	123.96	130.11	155.15	164.55
Unsecured Loans	72.27	72.27	49.75	46.53
Fixed Assets	230.91	238.39	253.35	268.32
Income from Operations	15.51	31.78	30.60	26.38
Total Income	15.78	32.89	31.58	27.20
Total Expenditure	21.14	44.37	45.05	41.62
Profit before Tax	(5.37)	(11.48)	(13.47)	(14.42)
Profit after Tax	(5.37)	(11.48)	(13.47)	(14.42)
Cash profit	3.30	6.59	5.11	4.37
EPS	(1.21)	(2.43)	(2.86)	(3.18)
Book value per share (Note 1)	0.32	1.53	3.97	6.83

Note 1: Book Value Per Shares is computed by dividing the Net-Worth by the total number of shares outstanding as on the specified date.

For Suryoday One Energy Private Limited



Sunil Vasudeo Kulkarni
Director
DIN: 03137498



Place: Mumbai

Date: November 24, 2021

Suryoday One Energy Private Limited

Corporate Identification No. U40101MH2017PTC291189
 SP Centre, 41/44, Minoo Desai Marg, Colaba, Mumbai - 400 005, India.
 (T) +91 22 67490000 (F) +91 22 67490017 website: www.sp-group.co.in
 Regd. Office: SP Centre, 41/44, Minoo Desai Marg, Colaba, Mumbai - 400 005



INFRA



15th Annual Report 2020-2021

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Fifteen Annual General Meeting of Gokak Textiles Limited will be held on Wednesday, September 29, 2021 at 3.00 PM through Video Conferencing ('VC') / Other Audio Visual Means ('OAVM')

The Annual Report can be accessed at www.gokakmills.com

The General Circulars issued by the Ministry of Corporate Affairs (MCA) Nos. 14/2020, read with 17/2020, 20/2020, 33/2020, 39/2020 and 10/2021 dated April 8, 2020, April 13, 2020, May 5, 2020, September 28, 2020, December 31, 2020 and June 23, 2021 respectively, and Securities and Exchange Board of India Circular Nos. SEBI/HO/CFD/CMD1/CIR/P/2020/79, SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated May 12, 2020 and January 15, 2021 respectively, permit sending of the Annual Report (including the Notice of Annual General Meeting) to Members through electronic mode only.

Directors	: Vinod Bhandawat - Non-Executive Director (w.e.f January 15, 2021) Chairman (w.e.f. June 28, 2021) Ramesh R. Patil - Chief Executive Officer & Managing Director Pradip N. Kapadia - Independent Director Vasant N. Sanzgiri - Non-Executive Director (upto November 27,2020) D. G. Prasad - Independent Director Tripti J. Navani - Non-Executive Director Nikhil J. Bhatia - Independent Director
Chief Financial Officer	: Avadhut Sarnaik (upto May 01, 2021) Vipan Kumar Sharma (w.e.f June 28, 2021)
Company Secretary & Compliance Officer	: Rakesh M. Nanwani
Statutory Auditors	: Batliboi & Purohit, Chartered Accountants
Bankers	: Standard Chartered Bank
Registrars And Share Transfer Agents	: TSR Darashaw Consultants Private Limited Unit: Gokak Textiles Ltd. C-101,1 st Floor, 247 Park, Lal Bahadur Shastri Marg, Vikhroli (west), Mumbai – 400 083. Tel: +91 22 6656 8484, Fax: +91 22 6656 8494 Email: cgs-unit@tcplindia.co.in Website: www.tcplindia.co.in
Branch	: TSR Darashaw Consultants Private Limited (Formerly known as TSR Darashaw Limited) Unit : Gokak Textiles Limited 503, Barton Centre, 5 th Floor, 84, Mahatma Gandhi Road, Bengaluru – 560 001
Mills	: Gokak Falls-591 308 (District Belagavi - Karnataka)
Knitwear Unit	: Bagalkot Road, Village Marihal – 591 167 Dist. Belagavi Karnataka
Registered Office	: #1, 2 nd Floor, 12 th Cross, Ideal Homes, Near Jayanna Circle, Rajarajeshwari Nagar, Bengaluru – 560 098 Email: secretarial@gokaktextiles.com Website: www.gokakmills.com
CIN	: L17116KA2006PLC038839
GSTIN	: 29AACCG8244P1ZX

NOTICE

NOTICE is hereby given that the 15th Annual General Meeting of the Members of Gokak Textiles Limited will be held on Wednesday, September 29, 2021 at 3.00 p.m. through Video Conferencing ('VC') / Other Audio Visual Means ('OAVM') to transact the following business:

ORDINARY BUSINESS

1. Adoption of Financial Statements and Reports of the Board of Directors and the Auditors thereon

To receive, consider and adopt:

- a) the Audited Financial Statements of the Company for the Financial Year ended March 31, 2021 together with the Report of the Board of Directors and the Auditors thereon; and
- b) the Audited Consolidated Financial Statements of the Company for the Financial Year ended March 31, 2021 together with the Report of the Auditors thereon.

2. Appointment of a Director

To appoint a Director in place of Ms. Tripti J. Navani (DIN: 08190106), who retires by rotation at this Annual General Meeting and being eligible offers herself, for re-appointment.

SPECIAL BUSINESS

3. Ratification of remuneration to Cost Auditor of the Company for the Financial Year 2021-22.

To consider and, if thought fit, to pass, with or without modification(s) the following resolution, as an **Ordinary Resolution**:

"Resolved that pursuant to the provisions of Section 148 and all other applicable provisions, if any, of the Companies Act, 2013 read with The Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof), the payment of remuneration of ₹ 1.50 lakhs (Rupees One Lakh Fifty Thousand Only) plus out of pocket expenses and taxes as applicable payable to Mr. Mukesh Dekhtawala, Cost Accountant, (Firm Registration No. 002315), the Cost Auditor appointed by the Board of Directors of the Company, to conduct the audit of the cost accounts of the Company for the financial year ending March 31, 2022 be and is hereby confirmed, approved and ratified.

Resolved further that the Board of Directors of the Company (including any duly constituted Committee thereof) be and is hereby authorized to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution."

4. Appointment of Mr. Vinod Bhandawat (DIN: 02873571) as a Director of the Company

To consider and, if thought fit, to pass, the following resolution as an **Ordinary Resolution**:

"Resolved that Mr. Vinod Bhandawat (DIN: 02873571), who was appointed as an Additional Director of the Company with effect from January 15, 2021 and who holds office upto the date of this Annual General Meeting in terms of section 161 of the Companies Act, 2013 and is eligible for appointment and in respect of whom the Company has received a notice in writing from a member under Section 160 of the Companies Act, 2013, proposing his candidature for the office of Director of the Company, be and is hereby appointed a Director of the Company, liable to retire by rotation".

Registered Office:

#1, 2nd Floor, 12th Cross, Ideal Homes,
Near Jayanna Circle, Rajarajeshwari Nagar,
Bengaluru 560 098
Ph:+91 80 2974 4077, +91 80 2974 4078
Email: secretarial@gokaktextiles.com
CIN: L17116KA2006PLC038839
Website: www.gokakmills.com

By Order of the Board of Directors

Ramesh R. Patil
Chief Executive Officer & Managing Director
DIN: 07568951
Mumbai, June 28, 2021

NOTES:

1. The Explanatory Statement pursuant to Section 102 (1) of the Companies Act, 2013 (“the Act”) with respect to the special business set out in the Notice is annexed hereto. Additional information pursuant to Regulation 36(3) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (SEBI (LODR), in respect of Director seeking re-appointment at the Annual General Meeting (AGM) is annexed as Annexure to this Notice.
2. In view of the COVID-19 pandemic, the Ministry of Corporate Affairs (MCA) has vide its General Circular No. 14/2020 dated April 8, 2020, General Circular No. 17/2020 dated April 13, 2020, General Circular No. 20/2020 dated May 5, 2020, General Circular No. 33/2020 dated September 28, 2020, General Circular No. 39/2020 dated December 31, 2020 and General Circular No. 10/2021 dated June 23, 2021 (collectively referred to as ‘MCA Circulars’) permitted the holding of the General Meetings through VC/OAVM, without the physical presence of the Members at a common venue. In compliance with the provisions of the Act, SEBI LODR, SEBI Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020 and SEBI Circular No. SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated January 15, 2021 issued by the Securities and Exchange Board of India and the MCA Circulars, the 15th AGM of the Company is being conducted through VC/OAVM Facility, which does not require physical presence of Members at a common venue. The deemed venue of the 15th AGM shall be registered office of the Company.

In compliance with the aforesaid circulars issued by MCA and SEBI, Notice of the 15th AGM alongwith the Annual Report for the Financial Year 2020 – 21 is being sent only through electronic mode to those Members whose email addresses are registered with the Company/Depositories. Notice and Annual Report for the Financial Year 2020-21 are also available on the website of the Company www.gokakmills.com

Members holding shares in physical mode and whose email IDs are not registered, are requested to register their email ID with TSR Darashaw Consultants Private Limited (RTA) at csg-unit@tcplindia.co.in or secretarial@gokaktextiles.com, by sending a duly signed request letter mentioning their Name as registered with the RTA, Address, email ID, Mobile Number, self-attested copy of PAN, DPID/Client ID or Folio Number and number of shares held. Shareholders holding shares in dematerialized mode are requested to register/update their email address with the relevant Depository Participants.

3. Since the AGM is being held pursuant to the Circulars issued by the Ministry of Corporate Affairs through VC/OAVM, physical attendance of Members has been dispensed with. Accordingly the facility to appoint a proxy by a Member will not be available for the AGM and hence the Proxy Form and Attendance Slip are not annexed to this Notice. Members attending the AGM through VC / OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act. However, the Body Corporates are entitled to appoint authorized representative to attend the AGM though VC/OAVM and participants there at and cast their Vote through remote e-voting.
4. Institutional / Corporate Members are requested to send to the Company a scanned copy (pdf/Jpg format) of certified Authorisation / Board Resolution authorising their representative to participate in the AGM through VC/OAVM on their behalf and to vote through remote e-voting the Scrutinizer by email to kiran@kdsh.co.in with copy marked to evoting@nsdl.co.in and secretarial@gokaktextiles.com
5. **The Register of Members and the Share Transfer Books of the Company will remain closed from Thursday, September 23, 2021 to Wednesday, September 29, 2021**
6. Members are requested to immediately notify the REGISTRARS AND SHARE TRANSFER AGENTS or the DEPOSITORY PARTICIPANTS (in case of shares which have been dematerialised) of any change in their address.
7. **Members desiring any additional information / clarification on the Financial Statements, or any other matter to be placed at the AGM are requested to send such requests at the earliest through email on secretarial@gokaktextiles.com on or before September 25, 2021. The same will be replied by the Company suitably at the AGM. The members should mention their name, demat account number/folio number, email id, mobile number while sending the email.**

8. Members desiring inspection of Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of the Act, the Register of Contracts or Arrangements in which the directors are interested, maintained under Section 189 of the Act during the AGM may send their request in writing to the company secretarial@gokactextiles.com by September 25, 2021.
9. Since the AGM will be held through VC/OAVM Facility, the Route Map is not annexed in this Notice.
10. In case of joint holders, the Member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote at the AGM.
11. National Securities Depositories Limited (“NSDL”) will be providing facility for voting through remote e-Voting, for participation in the 15th AGM through VC/OAVM facility and e-Voting during the 15th AGM.
12. Members may join the 15th AGM through VC/OAVM facility by following the procedure as mentioned below which shall be kept open for the Members 30 minutes before the time scheduled to start the 15th AGM and 15 minutes after the scheduled time to start the 15th AGM.
13. Members may note that the VC/OAVM facility, provided by NSDL, allows participation of upto 1,000 Members on a first-come-first-served basis. The large shareholders (i.e. shareholders holding 2% or more shareholding), promoters, institutional investors, directors, key managerial personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, auditors, etc. can attend the 15th AGM without any restriction on account of first-come first- served principle.

14. Instructions for remote E-Voting

- I. In compliance with provisions of Section 108 of the Act, Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended and Regulation 44 of SEBI LODR, the Company is pleased to provide members facility to exercise their right to vote on resolutions proposed to be considered at the AGM by electronic means, through e-Voting Services provided by NSDL. Those Members participating in the AGM through VC/OAVM facility and who have not cast their vote by remote e-voting shall be able to exercise their right to vote through e-voting system during the AGM.
- II. The Members who have cast their vote by remote e-voting prior to the AGM may also participate in the AGM through VC/ OAVM facility but shall not be entitled to cast their vote again.
- III. **The remote e-voting period commences on Sunday, September 26, 2021 (9:00 am) (IST) and ends on Tuesday, September 28, 2021 (5:00 pm) (IST).** During this period Members’ of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of September 22, 2021 may cast their vote by remote e-voting. The remote e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the Member, the Member shall not be allowed to change it subsequently.
- IV. The process and manner for remote e-voting are as under:

How do I vote electronically using NSDL e-Voting system?






The way to vote electronically on NSDL e-Voting system consists of “Two Steps” which are mentioned below:

Step 1: Access to NSDL e-Voting system

A) Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode

In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Login method for Individual shareholders holding securities in demat mode is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	<ol style="list-style-type: none"> 1. Existing IDeAS user can visit the e-Services website of NSDL Viz. https://eservices.nsd.com either on a Personal Computer or on a mobile. On the e-Services home page click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section , this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. 2. If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsd.com. Select “Register Online for IDeAS Portal” or click at https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp 3. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsd.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. 4. Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience. <div style="text-align: center; margin-top: 20px;">  <p>NSDL Mobile App is available on  App Store  Google Play  </p> </div>

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with CDSL	<ol style="list-style-type: none"> Existing users who have opted for Easi / Easiest, they can login through their user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are https://web.cdslindia.com/myeasi/home/login or www.cdslindia.com and click on New System Myeasi. After successful login of Easi/Easiest the user will be also able to see the E Voting Menu. The Menu will have links of e-Voting service provider i.e. NSDL. Click on NSDL to cast your vote. If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration Alternatively, the user can directly access e-Voting page by providing demat Account Number and PAN No. from a link in www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the demat Account. After successful authentication, user will be provided links for the respective ESP i.e. NSDL where the e-Voting is in progress.
Individual Shareholders (holding securities in demat mode) login through their depository participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL.

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at 022- 23058738 or 022-23058542-43

B) Login Method for e-Voting and joining virtual meeting for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.

How to Log-in to NSDL e-Voting website?

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/ Member’ section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.

Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.

4. Your User ID details are given below :

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****.
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

5. Password details for shareholders other than Individual shareholders are given below:
 - a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
 - b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the ‘initial password’ which was communicated to you. Once you retrieve your ‘initial password’, you need to enter the ‘initial password’ and the system will force you to change your password.
 - c) How to retrieve your ‘initial password’?
 - (i) If your email ID is registered in your demat account or with the company, your ‘initial password’ is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your ‘User ID’ and your ‘initial password’.
 - (ii) If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered.**

6. If you are unable to retrieve or have not received the “ Initial password” or have forgotten your password:
 - a) Click on **“Forgot User Details/Password?”**(If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
 - b) **Physical User Reset Password?”** (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
 - c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.co.in mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
 - d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
7. After entering your password, tick on Agree to “Terms and Conditions” by selecting on the check box.
8. Now, you will have to click on “Login” button.
9. After you click on the “Login” button, Home page of e-Voting will open.

Step 2: Cast your vote electronically and join General Meeting on NSDL e-Voting system.

How to cast your vote electronically and join General Meeting on NSDL e-Voting system?

1. After successful login at Step 1, you will be able to see all the companies “EVEN” in which you are holding shares and whose voting cycle and General Meeting is in active status.
2. Select “EVEN” of company for which you wish to cast your vote during the remote e-Voting period and casting your vote during the General Meeting. For joining virtual meeting, you need to click on “VC/OAVM” link placed under “Join General Meeting”.
3. Now you are ready for e-Voting as the Voting page opens.
4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on “Submit” and also “Confirm” when prompted.
5. Upon confirmation, the message “Vote cast successfully” will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for shareholders

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to kiran@kdsh.co.in with a copy marked to evoting@nsdl.co.in.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the **“Forgot User Details/Password?”** or **“Physical User Reset Password?”** option available on www.evoting.nsdl.com to reset the password.

In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on toll free no.: 1800 1020 990 and 1800 22 44 30 or send a request to at evoting@nsdl.co.in

Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of e mail ids for e-voting for the resolutions set out in this notice:

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to secretarial@gokaktextiles.com
2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) to secretarial@gokaktextiles.com. If you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at step 1 (A) i.e. Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode.
3. Alternatively shareholder/members may send a request to evoting@nsdl.co.in for procuring user id and password for e-voting by providing above mentioned documents.
4. In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

THE INSTRUCTIONS FOR MEMBERS FOR e-VOTING ON THE DAY OF THE AGM ARE AS UNDER:-

1. The procedure for e-Voting on the day of the AGM is same as the instructions mentioned above for remote e-voting.
2. Only those Members/ shareholders, who will be present in the AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system in the AGM.
3. Members who have voted through Remote e-Voting will be eligible to attend the EGM/AGM. However, they will not be eligible to vote at the AGM.
4. The details of the person who may be contacted for any grievances connected with the facility for e-Voting on the day of the AGM shall be the same person mentioned for Remote e-voting.

INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE AGM THROUGH VC/OAVM ARE AS UNDER:

1. Member will be provided with a facility to attend the AGM through VC/OAVM through the NSDL e-Voting system. Members may access by following the steps mentioned above for **Access to NSDL e-Voting system**. After successful login, you can see link of "VC/OAVM link" placed under "**Join General meeting**" menu against company name. You are requested to click on VC/OAVM link placed under Join General Meeting menu. The link for VC/OAVM will be available in Shareholder/Member login where the EVEN of Company will be displayed. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush.
2. Members are encouraged to join the Meeting through Laptops for better experience.
3. Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
4. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.

5. Members who would like to express their views during the AGM may pre-register themselves as a speaker by sending their request from their registered email address mentioning their name, demat account number/folio number, PAN, mobile number at secretarial@gokaktextiles.com between September 18, 2021 (9.00 a.m. IST) to September 25, 2021 (5.00 p.m. IST). Those Members who have registered themselves as a speaker will only be allowed to express their views during the AGM. The Company reserves the right to restrict the number of speakers depending on available of time for the AGM.
6. Members who need assistance before or during the AGM, can contact NSDL on evoting@nsdl.co.in /1800-222-990.

A. Other Instructions:

- I. The voting rights of Members shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date of September 22, 2021 as per the Register of Members/Statements of beneficial ownership maintained by the Depositories, i.e., NSDL and CDSL. Any person, who acquires shares of the Company and becomes a member of the Company after dispatch of the Notice and holds shares as of the cut-off date i.e. September 22, 2021, may obtain the login ID and password by sending a request at evoting@nsdl.co.in or csg-unit@tcplindia.co.in

However, if you are already registered with NSDL for remote e-voting then you can use your existing user ID and password for casting your vote. If you forgot your password, you can reset your password by using "Forgot User Details/Password" option available on www.evoting.nsdl.com or contact NSDL at the following toll free no.: 1800-222-990.

- II. You can also update your mobile number and e-mail id in the user profile details of the folio which may be used for sending future communication(s).
- III. A person, whose name is recorded in the Register of Members or in the Register of Beneficial Owners maintained by the depositories as on the cut-off date only shall be entitled to avail the facility of remote e-voting or casting vote through e-voting system during the meeting.
- IV. Kiran B. Desai, Designated Partner, KDSH & Associates LLP, Company Secretaries, has been appointed as the Scrutinizer for providing facility to the Members of the Company to scrutinize the remote e-voting process and casting vote through the e-voting system during the meeting in a fair and transparent manner.
- V. During the AGM, the Chairman shall, after response to the questions raised by the Members in advance, formally propose to the Members participating through VC/OAVM facility to vote on the resolutions as set out in the Notice of the 15th AGM and announce the start of the casting of vote through the e-Voting system. After the Members participating through VC/OAVM facility, eligible and interested to cast votes, have cast the votes, the e-Voting will be disabled by NSDL for voting after 15 minutes of conclusion of meeting.
- VI. The Scrutinizer shall after the conclusion of voting at the AGM, will first download the votes cast at the meeting and thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and shall make, not later than 48 hours the conclusion of the AGM, a consolidated scrutinizer's report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith.
- VII. The Results declared along with the report of the Scrutinizer shall be placed on the website of the Company and on the website of NSDL immediately after the declaration of result by the Chairman or a person authorized by him in writing. The results shall also be immediately forwarded to the BSE Limited, Mumbai. Subject to receipt of requisite number of votes, the resolutions shall be deemed to be passed at the date of AGM.

ANNEXURE TO NOTICE
Statement Pursuant to Section 102 (1) of the Companies Act, 2013

The following explanatory statement sets out material facts relating to the special business set out in the accompanying Notice of the Annual General Meeting (AGM) :

Item No. 3

The Board of Directors, on the recommendation of the Audit Committee, has approved the appointment of Mr. Mukesh Dekhtawala, Cost Accountant, (Firm Registration No. 002315) as cost auditor of the Company at a remuneration of ₹ 1.50 lakhs plus out of pocket expenses and taxes as applicable for the financial year ending March 31, 2022.

In accordance with the provisions of Section 148 of the Companies Act, 2013 (Act), read with The Companies (Audit and Auditors) Rules, 2014, the remuneration payable to the Cost Auditor has to be ratified by the Members of the Company.

Accordingly, consent of the Members is sought for ratification of the remuneration payable to the Cost Auditors for the financial year ending March 31, 2022.

None of the Directors or Key Managerial Personnel of the Company and their relatives are concerned or interested in the Resolution at Item No.3 of the Notice.

The Board recommends the passing of Ordinary Resolution at Item No. 3 of the accompanying Notice in the interests of the Company.

Item No.4

Mr. Vinod Bhandawat was appointed as an Additional Director of the Company with effect from January 15, 2021 by the Board of Directors under section 161 of the Companies Act, 2013 (Act) and Article 81(a) of the Articles of Association of the Company. As per provisions of Section 161 of the Act, Mr. Vinod Bhandawat holds office only upto the date of forthcoming Annual General Meeting of the Company, and is eligible for appointment as a Director.

A Notice under section 160 (1) of the Act has been received from member proposing appointment of Mr. Vinod Bhandawat as Director of the Company. The disclosure under Regulation 36(3) of SEBI (LODR), 2015, is provided as Annexure to this Notice.

Except Mr. Vinod Bhandawat, none of the other Directors or Key Managerial Personnel of the Company and their relatives are concerned or interested in the resolutions set out at Item No. 4.

Mr. Vinod Bhandawat is not related to any other Director or Key Managerial Personnel of the Company.

The Board recommends the passing of Ordinary Resolution at Item No.4 of the accompanying Notice, in the interests of the Company.

Registered Office

#1, 2nd Floor, 12th Cross, Ideal Homes,
Near Jayanna Circle, Rajarajeshwari Nagar,
Bengaluru 560 098
Ph: +91 80 2974 4077, +91 80 2974 4078
Email: secretarial@gokaktextiles.com
CIN: L17116KA2006PLC038839
Website: www.gokakmills.com

By Order of the Board of Directors

Ramesh R. Patil
Chief Executive Officer & Managing Director
DIN: 07568951
Mumbai, June 28, 2021

**Details of Directors whose re-appointment is proposed at the forthcoming Annual General Meeting
[Pursuant to Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015]**

Name of Director	Ms. Tripti J. Navani	Mr. Vinod Bhandawat								
Director Identification Number (DIN)	08190106	02873571								
Date of Birth	November 29, 1985	December 05, 1967								
Date of first Appointment	August 01, 2018	January 15, 2021								
Qualification	Bachelors in Banking & Finance – BBI and MBA (Finance)	B.Com, CA, CS								
Relationships between directors inter-se	Not related to any Director of the Company	Not related to any Director of the Company								
Expertise in specific functional areas	Ms. Tripti Navani has over 15 years of experience in finance and strategy planning and has worked in organisations like Citi, Kotak Mahindra and Indostar. She is a MBA in Finance and presently working with Shapoorji Pallonji Finance since May'2014.	Mr. Vinod Bhandawat is working as Group Finance Controller (Shapoorji Pallonji Group) in the Group Centre – Finance at SP Centre. He brings rich professional experience of working in the business unit as well as corporate office, of over twenty-seven years, holding senior positions overseeing the entire gamut of the finance function including corporate finance, treasury, banking, taxation, legal and secretarial. Prior to joining Shapoorji Pallonji Group, he was working with Essel Infraprojects Limited as Chief Financial Officer. He has worked with organizations like Adani Power Limited (Chief Financial Officer), Vedanta Group PLC (President and Deputy Chief Financial Officer), Landis+GYR Limited (Chief Financial Officer and Company Secretary). He has also worked with ABB Ltd and Rajashree Polyfil.								
List of other Public Companies in which Directorship	NIL	1. Forbes Technosys Limited 2. Gokak Power & Energy Limited								
Chairmanship*/ Membership of the Committees of Board (includes only Audit Committee and Stakeholders Relationship Committee) of other Indian Public Companies	NIL	Audit Committee 1. Forbes Technosys Limited								
No. of shares held in the Company	<table border="1"> <thead> <tr> <th>No. of Meetings held</th> <th>Attended</th> </tr> </thead> <tbody> <tr> <td align="center">4</td> <td align="center">4</td> </tr> </tbody> </table>	No. of Meetings held	Attended	4	4	<table border="1"> <thead> <tr> <th>No. of Meetings held</th> <th>Attended</th> </tr> </thead> <tbody> <tr> <td align="center">4</td> <td align="center">1</td> </tr> </tbody> </table>	No. of Meetings held	Attended	4	1
No. of Meetings held	Attended									
4	4									
No. of Meetings held	Attended									
4	1									
Details of remuneration	Except for payment of sitting fees for attending meetings of the Board and Committee, no other remuneration is paid / payable.	Except for payment of sitting fees for attending meetings of the Board and Committee, no other remuneration is paid / payable.								

Registered Office:

#1, 2nd Floor, 12th Cross, Ideal Homes,
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Email: secretarial@gokaktextiles.com
CIN: L17116KA2006PLC038839
Website: www.gokakmills.com

By Order of the Board of Directors

Ramesh R. Patil
Chief Executive Officer & Managing Director
DIN: 07568951
Mumbai, June 28, 2021

Report of Board and Management Discussion & Analysis

Dear Members,

The Board of Directors (hereinafter referred to as “the Board”) hereby submits the report of the business and operations of the Company along with the Audited Financial Statements of the Company for the Financial Year (FY) ended March 31, 2021. The consolidated performance of the Company and its subsidiary has been referred to wherever required.

Financial Results and Highlights of Performance

The Company’s performance, as per Indian Accounting Standards (IND AS), during the Financial Year under review is summarized as follows:

(₹ In Lakhs)

Particulars	Standalone		Consolidated	
	FY 20-21	FY 19-20	FY 20-21	FY 19-20
Revenue From Operations and Other Income (Total Revenue)	10,907.35	10,216.41	11,325.99	10,742.55
Earnings before Interest, Depreciation & Taxation (EBIDT)	(1,745.32)	(2,696.38)	(966.52)	(2,056.73)
Profit / (Loss) after Interest and before Depreciation and Tax	(3,081.68)	(3,852.06)	(3,092.79)	(4,047.77)
Depreciation	605.54	606.75	709.38	710.89
Profit Before Tax (PBT)	(3,687.23)	(4,458.80)	(3,802.17)	(4,758.66)
Profit after tax (PAT) Owners of the Company	(3,687.23)	(4,458.80)	(3,410.68)	(4,452.88)
Profit after tax (PAT) Non-Controlling Interest	-	-	(391.49)	(305.78)
Other Comprehensive Income	(24.84)	(18.72)	(29.32)	(18.79)
Total Comprehensive income attributable to owners of the Company	(3,712.07)	(4,477.52)	(3,437.80)	(4,471.64)
Total Comprehensive income attributable to Non-Controlling Interest	-	-	(393.68)	(305.81)

Note : The above figures are extracted from Standalone and Consolidated Financial Statements as per Indian Accounting Standard (“IND AS”) and are prepared in accordance with the principles stated therein as prescribed by the Ministry of Corporate Affairs under section 133 of the Companies Act, 2013 (“Act”) read with relevant rules issued therein.

Management Discussion & Analysis of Financial Conditions, Results of Operations and State of Company Affairs

General Performance and Outlook

The onset of the COVID-19 pandemic brought economic activities to a near standstill at the beginning of FY 2020-21 as a nationwide lockdown was imposed to contain the virus spread. As a result, India’s GDP contracted by 23.4% in Q1 FY 2020-21. However, with the gradual unlocking in June 2020, the economy recorded a sharp rebound, fuelled by the synchronised relief and revival measures undertaken by the Central Government and the RBI.

The more intense second wave of COVID-19 hit India hard at the end of FY 2020-21, necessitating the imposition of new localised lockdowns. That said, with mass vaccination underway in full steam and the element of surprise being minimal, we believe the economy is now much better placed to absorb external shocks than it was a year earlier.

The COVID 19-induced lockdown adversely affected the demand for textile products across markets. India was no different. As the lockdown was gradually relaxed, labour availability increased in the key textile hubs of the country, with demand being boosted by a steady increase in consumer spending. The value of exports of Indian textile products also recovered to near pre-COVID levels in Q3 FY 2020-21.

The Indian Textile Industry comprises spinning, weaving and knitting, fabric finishing and apparel segments. It continues to be India's second-largest employment generating sector. The Indian textile and apparel market fell by 30% from USD 106 billion in 2019-20 to USD 75 billion in 2020-21. This was attributed to the economic impacts and trade restrictions due to the Covid-19 pandemic. India's textiles industry contributed around 7% to the industry output (by value) in 2019-20. The Indian textiles and apparel industry contributed 2% to GDP, 12% to export earnings, and maintained a share of 5% of global textiles and apparel trade in 2019-20.

Textile & Apparel sector is a major contributor to India's total export earnings. Currently, it contributes to 11% of total export earnings of US\$ 276 billion. The share of the sector in exports has declined from 14% in 2015 to 11% in 2020.

In terms of yarn manufacturing capabilities, India has production facilities for both natural and man-made yarn. India has an installed capacity of 53 million spindles, producing approximately 5,713 million kg yarn in 2019-20. India is one of the largest producers and exporter of cotton yarn in the world with a production of 3,996 million kgs of 100% Cotton Spun Yarn in 2019-20. India's export of cotton yarn stood at US\$ 2.2 billion in 2020-21 (Apr to Jan). Due to the ongoing trade tensions with China, demand for Indian cotton textile increased internationally, despite the pandemic. The cotton yarn exports registered a significant jump in YoY growth from -40% in Q1FY21 to 15% in Q2FY21.

India reported a GDP de-growth of (-) 24.4% in the first quarter compared to 5.4% growth for the same quarter, previous year. However, with easing of the restrictions, the economy started recovering slowly and GDP Growth improved to negative (-) 7.3% during the second quarter followed by 0.4% in third quarter. Quarter four of fiscal year 2020-21 witnessed encouraging growth in economic activities as the rapid spread of the COVID-19 pandemic subsided, and both business activities and consumption started reviving to pre-pandemic levels. The growth in GDP during 2020-21 is estimated at negative (-) 8% as compared to 4% in 2019-20 as per second advance estimates released by the Central Government.

The Indian economy is estimated to decline by 8% in FY 2020-21. India's economic decline was sharper than other key economies due to strict and early lockdowns to control the spread of COVID-19. However, growth has continued to recover and was back in positive territory (+0.4%) in Q3 FY 2021 after a decline of 24.4% and 7.3% respectively in Q1 FY 2021 and Q2 FY 2021. India saw recovery as most consumption and industrial indicators were back in positive growth territory in the September-December 2020 quarter after being in negative in the June 2020 quarter. Among other industrial indicators GST collections have remained robust at above ₹ 1 trillion mark.

The global apparel consumption in 2020 was estimated to be US\$ 1.2 trillion, declining by 22% from 2019, due to the pandemic. European Union was the largest apparel consumer market followed by USA, China, and Japan. They together contributing 50% of the global apparel market consumption. The global apparel demand is expected to grow at a CAGR of 3.5% to reach US\$ 2 trillion by 2025. China and India are expected to be the fastest growing apparel markets both growing in double digits, with China and India valued at US\$ 340 and US\$ 135 billion respectively by 2025.

The global trade of cotton yarn was valued at US\$ 14.3 billion in 2019, it has declined at a CAGR of 1% since 2015. In 2020, cotton produced in XUAR region of China, which supplies 70% of the world's cotton demand, was banned in the US for using forced labor resulting in shift of fibre and yarn sourcing to India and Vietnam causing significant increase in demand of cotton and yarn prices.

Mills Division -

The company was under lockdown due to Covid-19 from March 24, 2020 to May 03, 2020 and opened for operations on May 04, 2020. As a result of this situation sales, profitability and liquidity were impacted negatively in 1st quarter of financial year 2020 - 2021. However situation started improving from 2nd quarter of financial year 2020 – 2021 with better market demand from all over India and demand in export for Garments. Company also ventured into production and sales of Medical Textiles viz. Cotton face masks and PPE kits. Good Monsoon also added to good power generation by subsidiary Company's Hydro power unit during the year.

The company is in the manufacturing business mainly for cotton grey and dyed yarn for domestic and international market. However since domestic market picked up better since 2nd quarter of financial year 2020 – 2021, the Company focused on the business of yarn sales in domestic market only. This time to further improve the performance of the Company focus was mainly on change in product mix with value addition of change of count pattern, Linen with cotton and viscose blends, 100% Bamboo to prepare good quality Bath Towels, Napkins, Shawls etc.

This year the Company has entered into E-Commerce business of Online Garments sales and it is getting good response for various knitted, woven garments and home Textile products through our web site <https://online.gokaktextiles.com>

Knitwear Division -

Apart from catering for Polo T-shirts for brand Crocodile brand, this year the Knitwear division of the Company focused on manufacturing and sales of Cotton face masks and PPE Coveralls and received good demand locally in the beginning of financial year 2020 – 2021 due to Covid.

Risks and Concerns:

Risk management process includes identification of risks, its underlying dynamics, mitigation mechanism, prioritization of risk, measurement of key indicators and establishing a monitoring system. A Company-wide awareness of risk management policies and practices are being inculcated to minimize the adverse effect of risks on the operating results and the subject of management of risks is being approached in a planned and coordinated manner. Elucidation of role clarity, understanding of level of authority and reporting system is expected to help this process significantly.

The Company has identified key risks such as Market risks, Regulatory risks, Human resource risks, Commodity price risks. Key Risks include fluctuation in raw materials prices, increased global and local competition, sales channel disruption. Retaining the existing talent pool and attracting new talent. Regulatory Risks include changes in taxation regime, government policies with respect to textiles, pollution control, Industrial Relation issues & regulatory compliances.

Covid -19 Pandemic

The increasing trend in the infection, locally and globally, new strains of Covid-19, restrictions and lockdown imposed by local authorities of varying extent, have led to uncertainty and disrupted operations of many large and small businesses. There is a significant change in the demand/supply of products, priorities of consumers, budgets/growth plans of companies. Covid-19 pandemic has amplified existing risks. The Company was not immune to the same. To mitigate the risks the Company took lot of precautions & strict factory management such as shop floor sanitization after every shift, keeping track of each employee's well-being, and strictly following Covid-19 protocol, adopting digital tools to engage with existing & prospective customers etc. All these efforts immensely helped us to mitigate the pandemic risk and establish connections with customer & business growth.

Details of Subsidiary/Joint Ventures/Associate Companies

Subsidiary Company

Gokak Power & Energy Limited (GPEL)

GPEL is engaged in generation, transmission, distribution, trading of hydro power and other renewal and non-renewal sources of energy. The significant portion of power generation is used for captive consumption of Holding Company.

During the year under review, your Company has recorded gross income of ₹ 1,122.63 lakhs (previous year ₹ 874.32 lakhs) and net loss for the year of ₹ (370.14) lakhs (previous year ₹ (550.34)). During the year 2019-20, entire powerhouse of 8.0 MW situated in Gokak Falls was submerged due to an unprecedented flood on August 7, 2019. Out of 8 MW, 7 MW sets have been repaired and restored for power generation, remaining 1 MW old hydro power plant which was heavily damaged and required major repairs, has been repaired, tested in June 2021. Once the water is available in monsoon the load trial will be taken and after successful completion of the load trial the set will be available for commercial generation of power. Details of GPEL is set out in the statement in form AOC-I, pursuant to section 129 of the Companies Act, 2013 and is attached herewith as **Annexure I** to this Report.

Financial Performance

The Consolidated Financial Statements of the Company and its subsidiary are prepared in accordance with Indian Accounting Standards (IND AS) notified under Section 133 of the Companies Act, 2013 read with Companies (Indian Accounting Standards) Rules, 2015 as amended from time to time and other relevant provisions of the Companies Act, 2013. The Notes to Consolidated Financial Statements are disclosed and forms part of the Consolidated Financial Statements.

Key Financial performance, Operational Information and Ratio Analysis

Key Ratio / Indicators	Standalone		Explanation for change of 25% or more
	FY 2020-2021	FY 2019-2020	
Debtors Turnover (in days)	19.60	13.95	better credit management of the Company
Inventory Turnover * (times)	5.55	5.08	-
Interest Coverage Ratio	Since EBIT is negative , ratio can't be set on	Since EBIT is negative , ratio can't be set on	-
Current Ratio	0.73	0.98	-
Debt Equity Ratio	Since Networth is negative , ratio can't be set on	Since Networth is negative , ratio can't be set on	-
Operating Profit Margin %	-22.03%	-33.63%	-
Net Profit Margin %	-33.81%	-43.64%	-
Return on Net Worth	Since Return & Networth both are negative , ratio can't be set on	Since Return & Networth both are negative , ratio can't be set on	-

Key Ratio / Indicators	Consolidated		Explanation for change of 25% or more
	FY 2020-2021	FY 2019-2020	
Interest Coverage Ratio	Since EBIT is negative , ratio can't be set on	Since EBIT is negative , ratio can't be set on	-
Debt Equity Ratio	Since Networth is negative , ratio can't be set on	Since Networth is negative , ratio can't be set on	-
Operating Profit Margin %	-15.71%	-26.90%	-
Net Profit Margin %	-33.57%	-44.30%	-
Return on Net Worth	Since Return & Networth both are negative , ratio can't be set on	Since Return & Networth both are negative , ratio can't be set on	-

Revenue

During the year, standalone revenue was ₹ 10,907.35 Lakhs (previous year ₹10,216.41 Lakhs), which is almost comparable. Consolidated revenue was ₹ 11,325.99 Lakhs (previous year ₹ 10,742.55 Lakhs), which is almost comparable.

During the year, standalone EBIDTA (loss) decreased to ₹ (1745.32) Lakhs (previous year ₹ (2696.38) Lakhs). Consolidated EBIDTA (loss) decreased to ₹ (966.52) Lakhs (previous year ₹ (2,056.73) Lakhs).

Profit Before Tax ("PBT")

During the year, standalone PBT (loss) increased to ₹ (3,687.23) Lakhs (previous year ₹ (4,458.80) Lakhs). Consolidated PBT (loss) increased to ₹ (3,802.17) Lakhs (previous year ₹ (4,758.66) Lakhs).

Profit/(Loss)

During the year, standalone loss decreased to ₹ (3,712.07) Lakhs (previous year ₹ (4,477.52) Lakhs). Consolidated loss increased to ₹ (3,831.49) Lakhs (previous year ₹ (4,777.45) Lakhs).

Fixed Assets

The standalone year-end Gross Block decreased to ₹ 31,243.57 Lakhs (previous year ₹ 32,590.00 Lakhs) mainly due to sale of plant & machinery, building and vehicles. The consolidated year-end Gross Block decreased to ₹ 44,046.05 Lakhs (previous year ₹ 45,392.49 Lakhs) mainly due to sale of plant & machinery, building and vehicles.

Current Liabilities

The standalone current liabilities increased to ₹ 4,235.41 Lakhs (previous year ₹ 3,561.37 Lakhs) primarily due to increase in “trade payables”. The consolidated current liabilities increased to ₹ 11,763.09 Lakhs (previous year ₹ 10,411.71 Lakhs) primarily due to increase in “trade payables” and interest on borrowings from parent company.

Loan Funds (Secured)

During the year, standalone loan funds was NIL (previous year NIL). The consolidated loan funds decreased to ₹ 2,556.86 Lakhs (previous year ₹ 3,182.75 Lakhs) primarily due to payment of principal amount instalments due during the year.

Loan Funds (Unsecured)

During the year, standalone loan funds increased to ₹ 10,627.91 (previous year ₹ 9,271.55 Lakhs) primarily on account of increase in long term borrowings from parent company. The consolidated loan funds increased to ₹ 16,717.43 Lakhs (previous year ₹ 14,887.80 Lakhs) primarily on account of increase in long term borrowings from parent company

Share Capital and Preference Shares

The paid-up Equity Share Capital of the Company as on March 31, 2021 was ₹ 18,149.93 Lakhs. During the year under review, the Company has not issued any shares with differential voting rights or ‘sweat equity shares’ and has not granted any stock options. As on March 31, 2021 none of the Directors of the Company hold shares or convertible instruments of the Company.

Dividend and Transfer to Reserves

In view of the losses during the current year, the Board of Directors regrets their inability to declare dividend. No amount was transferred to the reserves during the year.

Material changes and commitments

There were no material changes and commitments affecting the financial position of the Company which have occurred, between the end of the financial year of the Company to which the financial statements relate and the date of the Report.

Legal and Regulatory

Compliance with laws and regulations is an essential part of your Company’s business operations. We are subject to laws and regulations in diverse areas as product safety, product claims, trademarks, copyright, patents, competition, employee health and safety, the environment, corporate governance, listing and disclosure, employment and taxes. Frequent changes in legal and regulatory regime and introduction of newer regulations with multiple authorities regulating same areas lead to complexity in compliance. We closely monitor and review our practices to ensure that we remain compliant with relevant laws and legal obligations.

Systems and Information

Your Company’s operations are increasingly dependent on IT systems and the management of information. Increasing digital interactions with customers, suppliers and consumers place even greater emphasis on the need for secure and reliable IT systems and infrastructure, and careful management of the information that is in our possession.

The cyber-attack threat of unauthorised access and misuse of sensitive information or disruption to operations continues to increase. To reduce the impact of external cyber-attacks impacting our business, we have sufficient security measures including firewalls and threat monitoring systems in place, complete with immediate response capabilities to mitigate identified threats. Our employees are trained to understand these requirements.

Internal Control Systems and their adequacy:

The Company has an Internal Control systems, which ensures that all transactions are satisfactorily recorded and reported and all assets are protected against loss from an unauthorized use or otherwise. The internal control systems are supplemented by an internal audit system carried out by independent firms of Chartered Accountants and a periodical review by the management. The findings of such Internal Audits are addressed through suitable corrective measures. The Audit Committee of the Board meets at a regular interval and advises on significant issues raised by, both, the Internal Auditors and the Statutory Auditors. The process of internal control, systems, statutory compliance, risk analysis, information technology and its management are woven together to provide a meaningful support to the management of the business.

Batliboi & Purohit, Chartered Accountants, the statutory auditors of the Company have audited the financial statements included in this annual report and have issued report, inter alia, on the internal financial controls over financial reporting as defined under section 143 of the Companies Act, 2013.

Deposits

During the year under review, the Company has not accepted any deposits from public falling within the meaning of Section 73 of the Companies Act, 2013 and The Companies (Acceptance of Deposits) Rules, 2014.

Particulars of loans, guarantees or investments

Particulars of Loans, Guarantees or Investments covered under the provisions of Section 186 of the Companies Act, 2013 are given in the notes to the Financial Statements.

Directors and Key Managerial Personnel

As per the provisions of Section 152(6) of the Companies Act, 2013, Ms. Tripti J. Navani is due to retire by rotation at the ensuing Annual General Meeting and being eligible, seeks re-appointment. The Board of Directors recommends her re-appointment as Director of the Company.

Mr. Vinod Bhandawat has been appointed as an Additional Director of the Company with effect from January 15, 2021. In the Notice of ensuing Annual General Meeting of the Company an item for appointment of Mr. Vinod Bhandawat as Non - Independent Non – Executive Director of the Company has been included.

Mr. Vasant N. Sanzgiri, Non - Independent Non – Executive Director of the Company resigned from the Board of Director of the Company with effect from November 27, 2020. The Board places on record their sincere appreciation for the valuable services rendered by them to the Board and the Company over the period of their association with the Company.

Mr. Avadhut Sarnaik, Chief Financial Officer of the Company passed away on May 01, 2021. The Board places on record the valuable contributions of Mr. Avadhut Sarnaik to the Company and expressed its deep condolences on the sudden and untimely sad demise of Mr. Avadhut Sarnaik.

Mr. Vipin Kumar Sharma has been appointed as Chief Financial Officer of the Company with effect from June 28, 2021.

Key Managerial Personnel of the Company as on March 31, 2021 were Mr. Ramesh R Patil, Chief Executive Officer & Managing Director, Mr. Rakesh M. Nanwani, Company Secretary and Mr. Avadhut Sarnaik, Chief Financial Officer.

The Company has received declarations from all the Independent Directors of the Company confirming that they meet with the criteria of Independence as prescribed both under the Companies Act, 2013 and Securities and Exchange Board of India

(Listing Obligations and Disclosure Requirements), 2015 and there has been no change in the circumstances which may affect their status as Independent Directors during the year.

During the year under review, the non-executive directors of the Company had no pecuniary relationship or transactions with the Company, other than sitting fees for attending meetings of Board/ Committee of the Company.

Independent Directors are familiarized with their roles, rights and responsibilities in the Company through presentation made to them from time to time. The details of familiarization programmes conducted have been hosted on the website of the Company and can be accessed at www.gokakmills.com

Audit Committee of the Board of Directors

The details pertaining to the composition of the Audit Committee of the Board of Directors are included in the Corporate Governance Report which forms part of this report.

Meetings of the Board

The Board met at least once in each quarter and 4 (four) meetings of Board were held during the year and the maximum time gap between two Board meetings did not exceed the time limit prescribed under the Companies Act, 2013. The details have been provided in the Corporate Governance Report.

Board Evaluation

Pursuant to the provisions of the Companies Act, 2013 and SEBI (LODR), 2015, the Board has carried out an annual performance evaluation of its own performance, the directors individually, as well as, the evaluation of the working of its Audit, Nomination and Remuneration, Stakeholders' Relationship Committees.

The performance of the Board was evaluated by the Board on the basis of the process laid in the Charter for Performance Evaluation, the structured questionnaires for performance evaluation, parameters/criteria, such as, degree of fulfillment of key responsibility by the Board, Board Structures and Composition, establishment and delineation of responsibilities to the Committees, effectiveness of Board processes, information and functioning, Board culture and dynamics and quality of relationship between the Board and the Management.

The performance of the committees viz. Audit Committee, Nomination and Remuneration Committee, Corporate Social Responsibility and Stakeholders Relationship Committee was evaluated by the Board on the basis of parameters/criteria such as degree of fulfillment of key responsibilities, adequacy of committee composition, effectiveness of meetings, committee dynamics and, quality of relationship of the committee with the Board and the Management.

The Board and the Nomination and Remuneration Committee reviewed the performance of the individual Directors (without the concerned director being present).

In a separate meeting of Independent Directors, the performance of Non-Independent Directors of the Board as a whole and the performance of the Chairman were evaluated.

Remuneration Policy

The Board has, on the recommendation of the Nomination & Remuneration Committee, framed and adopted a policy for selection and appointment of Director, Senior Management and their remuneration. Remuneration Policy of the Company acts as a guideline for determining, inter alia, qualifications, positive attributes and independence of a Director, matters relating to the remuneration, appointment, removal, and evaluation of the performance of the Directors, Key Managerial Personnel and Senior Managerial personnel.

Nomination & Remuneration Policy is annexed as **Annexure II** to this Report.

Disclosure as required under section 197(12) of the Companies Act, 2013 read with Rule 5 of The Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 are annexed as **Annexure III** to this Report.

Auditors and Audit Report

Statutory Auditors

Pursuant to the provisions of section 139 of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014, Batliboi & Purohit, Chartered Accountants (ICAI Firm Registration no. 101048W) were appointed as the Statutory Auditors of the Company for a term of 5 (five) years to hold office from the conclusion of the 11th Annual General Meeting of the Company till the conclusion of the 16th Annual General Meeting of the Company.

The Audit Report of the Statutory Auditors forms part of the Annual Report. The Auditors' Report does not contain any qualification. Notes to Accounts and Auditors remarks in their report are self-explanatory.

Cost Auditors

As per the requirements of section 148 of the Companies Act, 2013, read with The Companies (Cost Records and Audit) Rules, 2014, the cost accounts of the Company are required to be audited by a Cost Accountant. The Board of Directors of the Company on the recommendation of the Audit Committee, appointed Mr. Mukesh R. Dekhtawala, Cost Accountant as Cost Auditor for the financial year 2021 – 2022 on a remuneration of ₹ 1.50 lakhs plus out of pocket expenses. As required under the Companies Act, 2013 necessary resolution seeking Shareholders ratification for the remuneration to Cost Auditor is included in the Notice convening the 15th Annual General Meeting of the Company.

Secretarial Audit

Pursuant to the provisions of Section 204 of the Companies Act, 2013 and The Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, the Company has appointed KDSH & Associates LLP, Company Secretaries, to conduct Secretarial Audit of the Company. The Report of the Secretarial Auditor is annexed herewith as **Annexure IV** to this Report. The Secretarial Audit Report does not contain any qualification, reservation or adverse remark or disclaimer.

The Secretarial Audit of Gokak Power & Energy Limited, (Material Subsidiary) for the FY 2020-21 was carried out pursuant to Section 204 of the Companies Act, 2013 and Regulation 24A of the SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015. The Report of the Secretarial Auditor of Gokak Power & Energy Limited does not contain any qualification, reservation or adverse remark or disclaimer.

Corporate Social Responsibility

The provisions of the Companies Act, 2013 relating to Corporate Social Responsibility were not applicable to the Company for the FY 2020-21. The Board of Directors of the Company has, however, voluntarily constituted a Corporate Social Responsibility Committee in compliance with Section 135 of the Act.

The Company is committed to its stakeholders to conduct business in an economically, socially and environmentally sustainable manner that is transparent and ethical.

Vigil Mechanism / Whistle Blower Policy

The Company has Whistle Blower Policy/Vigil Mechanism to deal with instances of fraud and mismanagement, if any. The policy is also available on the website of the Company.

Annual Return

Pursuant to Section 92(3) read with Section 134 (3)(a) of the Companies Act, 2013, the Annual Return as on March 31, 2021 is available on website of the Company viz., www.gokakmills.com

Related Party Transactions

All related party transactions that were entered into during the financial year were on arm's length basis and were in the ordinary course of business. There were no materially significant related party transactions made by the Company with the Promoter, Directors, Key Managerial Personnel or the designated persons which may have a potential conflict with the interest of Company at large except power purchase from the subsidiary company for captive consumption and sale.

All related party transactions are placed before the Audit Committee for approval. Prior omnibus approval of the Audit Committee is obtained for transactions which are of a foreseen and repetitive nature. The transactions entered pursuant to the omnibus approval so granted are placed before the Audit Committee on a quarterly basis.

Form AOC-2 is annexed as **Annexure V** to this report, pursuant to section 188 of the Companies Act, 2013. The policy on Related Party Transactions as approved by the Board is uploaded on the Company's website.

Corporate Governance and Management Discussion and Analysis

The guiding principle of the Code of Corporate Governance is 'harmony' i.e balancing the need for transparency with need to protect the interest of the Company, balancing the need for empowerment at all levels with the need for accountability. A detailed report on Corporate Governance is annexed as a part of this Annual Report and the Management Discussion and Analysis report forms part of this report.

A Certificate on compliance of conditions of Corporate Governance issued by Mr. Kiran B. Desai, Designated Partner, KDSH & Associates LLP, Company Secretaries is annexed to the Report on Corporate Governance.

A certificate from a company secretary in practice that none of the directors on the board of the company have been debarred or disqualified from being appointed or continuing as directors of companies by the Board/Ministry of Corporate Affairs or any such statutory authority is annexed to the Report on Corporate Governance.

Significant and Material Orders passed by the Regulators or Courts

There are no significant and material orders passed by the Regulators / Courts which would impact the going concern status and Company's operations in future.

Statutory Compliances

The Company has zero tolerance for sexual harassment at workplace and has adopted a policy on prevention, prohibition and redressal of sexual harassment at workplace as per with the provisions of the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 and the rules thereunder for prevention and redressal of complaints of sexual harassment at workplace. Internal Complaints & Committee (ICC) has been setup to redress complaints received regarding sexual harassment as per Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 and the ICC includes external member. During FY 2020-21, no complaints on sexual harassment were received.

Directors' Responsibility Statement

Pursuant to the provisions of Section 134(3)(c) and 134 (5) of the Companies Act, 2013 and based on the representations received from the operating management, the Directors hereby confirm that :-

- a. in the preparation of the annual accounts, the applicable Accounting Standards had been followed along with proper explanation relating to material departures;
- b. they have selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company at the end of the financial year and of the profit or loss of the Company for that period;

- c. they have taken proper and sufficient care to the best of their knowledge and ability for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 2013 for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- d. they have prepared the annual accounts on a going concern basis;
- e. they have laid down internal financial controls to be followed by the Company and that such internal financial controls are adequate and were operating effectively; and
- f. they have devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

Human Resources / Industrial Relations

Developments in Human Resources / Industrial Relations front:

The Company has developed a strong human resource base which helped the company to retain the employees for a very long time in view of learning opportunity, comfortable housing, very good educational facilities at minimum educational fees for the children of the Employees.

The organization also has good HR Policies for employees in place. Recently management has initiated one policy viz. Staff Compensation Death Fund Policy with main objective to ensure and provide financial assistance to legal heir of deceased Supervisory & Managerial Staff.

In view of least attrition of the employees Management is encouraging employees to undertake higher responsibilities in the ladder of hierarchy so that the fresh talent hiring at the bottom of the organizational pyramid provides continuity of development at each level. The hiring of experienced employees from outside is the last priority and first opportunity is provided to employees in line function or cross function as well.

The company has different HR processes for development of human resource which includes performance management system for appraisal of employee performance, skill development and believes in the fundamentals of Train, Retrain & Retain employees by way giving three R, Rewards, Recognition & Respect to employees.

The Management has developed very good cordial Industrial relations and has been able to carry out operations successfully despite continued challenges of market down turn, fierce competition having high input cost by achieving flexibility in operations suitable to the requirements of business.

Particulars of Employees and Energy Conservation, Technology Absorption and Foreign Exchange Earnings and Outgo

- a. The information required pursuant to Section 197 of the Act read with Rule 5 of The Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 in respect of employees of the Company, will be provided upon request. In terms of Section 136 of the Act, the Report and Accounts are being sent to the Members, excluding the information on employees' particulars which is available for inspection by the Members at the Registered Office of the Company during the business hours on working days of the Company. Any member interested in obtaining such particulars may write to the Company Secretary at the Registered Office of the Company.
- b. Information relating to the Conservation of Energy, Technology Absorption and Foreign Exchange Earnings and Outgo stipulated under Section 134(3)(m) of the Act read with Rule 8 of The Companies (Accounts) Rules, 2014 is annexed herewith as **Annexure VI** to this report.

Cautionary Statement:

Statements in the Board's Report and Management Discussion & Analysis describing the Company's objectives, estimates, expectations or projections, outlook etc., may be 'forward looking statements' within the meaning of the applicable securities

laws and regulations. Actual results may differ materially from those expressed or implied due to factors beyond control. Important factors that could make a difference to the Company's operations include economic conditions affecting demand/supply and price conditions in the domestic and overseas markets in which the Company operates, changes in the government regulations, tax laws and other statutes and other factors such as litigation and industrial relations.

Acknowledgements

Your Directors acknowledge and thank all stakeholders of the Company viz. customers, members, employees, dealers, vendors, banks and other business partners for their valuable sustained support and encouragement. Your Directors look forward to receiving similar support and encouragement from all stakeholders in the years ahead.

For and on behalf of the Board of Directors

Place : Mumbai,
Date : June 28, 2021

Ramesh R. Patil
Chief Executive Officer & Managing Director
DIN : 07568951

Vinod Bhandawat
Chairman
DIN: 02873571

Registered Office

#1, 2nd Floor, 12th Cross,
Ideal Homes, Near Jayanna Circle, Rajarajeshwari Nagar,
Bengaluru- 560 098

Form AOC-I

[Pursuant to first proviso to sub-section (3) of Section 129 read with Rule 5 of Companies (Accounts) Rules, 2014]

Statement containing salient features of the financial statement of subsidiaries / associate companies / joint ventures

Part A: Subsidiaries

(₹ in Lakhs)

Name of the Subsidiary	Gokak Power & Energy Limited
Reporting period for the subsidiary concerned, if different from the holding company's reporting period	01-April-2020 to 31-Mar-2021
Share Capital	4,900.00
Reserves & Surplus	(2,788.36)
Total Assets	10,915.26
Total Liabilities	10,915.26
Investments	0.26
Turnover	1,122.63
Profit before taxation	(365.66)
Provision for taxation including Deferred Tax	-
Profit after taxation	(365.66)
Proposed Dividend	-
% of shareholding	51%

- Note: 1. Names of subsidiaries which are yet to commence operations - NIL
2. Names of subsidiaries which have been liquidated or sold during the year – NIL

Part B: Associates and Joint Ventures - NIL

For and on behalf of the Board of Directors

Place : Mumbai,
Date : June 28, 2021

Ramesh R. Patil
Chief Executive Officer & Managing Director
DIN : 07568951

Vinod Bhandawat
Chairman
DIN: 02873571

Nomination and Remuneration Policy

Regulatory Framework

I. Section 178 of the Companies Act, 2013

- The Nomination and Remuneration Committee shall identify persons who are qualified to become directors and who may be appointed in senior management in accordance with the criteria laid down, recommend to the Board their appointment and removal and shall carry out evaluation of every director's performance.
- The Nomination and Remuneration Committee shall formulate the criteria for determining qualifications, positive attributes and independence of a director and recommend to the Board a policy, relating to the remuneration for the directors, key managerial personnel and other employees.
- The Nomination and Remuneration Committee shall, while formulating the policy as aforesaid shall ensure that:
 - (a) the level and composition of remuneration is reasonable and sufficient to attract, retain and motivate directors of the quality required to run the Company successfully;
 - (b) relationship of remuneration to performance is clear and meet appropriate performance benchmarks; and
 - (c) remuneration to directors, key managerial personnel and senior management involves a balance between fixed and incentive pay reflecting short and long-term performance objectives appropriate to the working of the Company and its goals:

II. SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

Schedule II Part D of Regulation 19 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 provides that role of Nomination and Remuneration Committee shall, inter alia, include the following:

- Formulation of the criteria for determining qualifications, positive attributes and independence of a director and recommend to the Board a policy, relating to the remuneration of the directors, key managerial personnel and other employees;
- Formulation of criteria for evaluation of Independent Directors and the Board;
- Devising a policy on Board diversity; and
- Identifying persons who are qualified to become directors and who may be appointed in senior management in accordance with the criteria laid down, and recommend to the Board their appointment and removal.
- Whether to extend or continue the term of appointment of the independent director, on the basis of the report of performance evaluation of independent directors.

The Company shall disclose the remuneration policy and the evaluation criteria in its Annual Report.

Definitions & Interpretation

In this Policy unless the context otherwise requires:

Act shall mean Companies Act, 2013.

Board shall mean Board of Directors of the Company (Gokak Textiles Limited).

Charter shall mean Charter for Performance Evaluation of the Directors, Committees and Board of Directors adopted by the Board of Directors of the Company as amended from time to time.

KMPs or Key Managerial Personnel shall mean following:

- a. Managing Director (MD), or Chief Executive Officer or Manager and in their absence, Whole time Director;
- b. Company Secretary; and
- c. Chief Financial Officer

NRC shall mean Nomination and Remuneration Committee.

Senior Management Personnel shall mean employees comprising of all members of management one grade below the MD, including the functional/ vertical heads.

Interpretation

- i. The provisions of the Act and the SEBI (Listing Obligations Disclosure Requirements) Regulations 2015 (SEBI LODR) shall be deemed to have been mutatis mutandis specifically incorporated in this Policy and in case any of the provision of this Charter is inconsistent with the provisions of Act and/or the SEBI LODR, the provisions of Act and/or the SEBI LODR shall prevail.
- ii. The capitalized words not specifically defined in the Policy shall have the same meaning as under the Act or the SEBI LODR or the Charter.
- iii. For interpretation of this Policy, reference and reliance may be placed upon circulars/clarifications issued by the Ministry of the Corporate Affairs or SEBI and/or any other authority.

Objectives

The Objective of this Policy is to act as a guideline for determining, inter-alia, qualifications, positive attributes and independence of a Director, matters relating to the remuneration, appointment, removal and evaluation of performance of the Directors, KMPs, Senior Management Personnel and includes:

- Ensuing that the level and composition of remuneration is reasonable and sufficient to attract, retain and motivate directors of the quality required to run the Company successfully;
- Ensuing that the relationship of remuneration to performance is clear and meets appropriate performance benchmarks;
- Ensuing that the remuneration to Directors, KMPs, and other Senior Management Personnel of the Company involves a fine balance between fixed and incentive pay reflecting short and long-term performance objectives appropriate to the working of the Company and its goals;
- To lay down criteria and terms and conditions with regard to identifying persons who are qualified to become Directors (Executive and Non-executive) and persons who may be appointed in Senior Management, KMPs and to determine their remuneration;
- To determine remuneration based on the Company's size and financial position and trends and practices on remuneration prevailing in the industry;
- To carry out evaluation of the performance of Directors;
- To retain, motivate and promote talent and to ensure long term sustainability of talented managerial persons and create competitive advantage; and

- To lay down criteria for appointment, removal of directors, KMPs and Senior Management Personnel and evaluation of their performance.

Functions Of Nomination And Remuneration Committee

The NRC shall, inter-alia, perform the following functions:

- Identify persons who are qualified to become Directors in accordance with the criteria laid down, recommend to the Board their appointment and removal and shall carry out evaluation of every director's performance;
- Formulate the criteria for determining qualifications, positive attributes and independence of a director and recommend to the Board a policy, relating to the remuneration for the directors, key managerial personnel and other employees;
- Determine the criteria for selection, attributes and broad parameters for appointment of KMPs, evaluation and measurement of performance of KMPs and to recommend appointments of KMPs to the Board.
- Determine the criteria for selection, compensation structure, evaluation and measurement of performance of Senior Management Personnel.
- Ensure that the Board comprises of a balanced combination of Executive Directors and Non-Executive Directors and also the Independent Directors;
- Devise framework to ensure that Directors are inducted through suitable familiarization process covering their roles, responsibility and liability;
- Oversee the formulation and implementation of ESOP Schemes, its administration, supervision, and formulating detailed terms and conditions in accordance with SEBI Guidelines;
- Devise a policy/criteria on Board diversity;
- The NRC shall assist the Board in ensuring that plans are in place for orderly succession for appointments to the Board and to senior management; and
- Set up mechanism to carry out its functions and is further authorized to delegate any / all of its powers to any of the Directors and / or officers of the Company, as deemed necessary for proper and expeditious execution.

Appointment Of Directors

- The NRC shall ensure that Board has appropriate balance of skills, experience and diversity of perspectives that are imperative for the execution of its business strategy, and consider various factors including but not limited to skills, industry experience, background, race and gender for balanced and diversified Board.
- The NRC shall identify and ascertain the integrity, qualification, expertise and experience of the person for appointment as Director, KMPs and recommend to the Board his/her appointment.
- An Independent Director shall also have experience and knowledge in one or more fields of finance, law, management, marketing, sales, administration, corporate governance, or any other disciplines related to the business of the Company.
- Appointment of Independent Directors shall be subject to compliance of provisions of section 149 of the Companies Act, 2013, read with schedule IV and rules thereunder. An Independent Director shall hold office for a term up to five consecutive years on the Board of the Company and will be eligible for re- appointment on passing of a special resolution by the Company and disclosure(s) of such appointment in the Board's report. No Independent Director shall hold office for more than two consecutive terms, but such Independent Director shall be eligible for appointment after expiry of three years of ceasing to become an Independent Director.

- The NRC shall recommend appointment or re-appointment of Managing Director (MD) for a term not exceeding five years at a time. No re-appointment shall be made earlier than one year before the expiry of term.
- The NRC shall carry out evaluation of performance of every Director on an annual basis.
- The NRC may recommend, to the Board with reasons recorded in writing, removal of a Director, KMPs or Senior Management Personnel subject to the provisions of the Companies Act, 2013, and all other applicable Acts, Rules and Regulations, if any.
- The Directors, KMPs and Senior Management Personnel shall retire as per the applicable provisions of the Regulations and the prevailing policy of the Company. The NRC shall from time to time recommend, review and revise, if required the retirement policy for Directors, KMPs and Senior Management Personnel.
- The Board will have the discretion to retain the Director, KMPs and Senior Management Personnel in the same position/ remuneration or otherwise even after attaining the retirement age, for the benefit of the Company.
- The appointment, removal and terms of remuneration of the Chief Internal Auditor shall be subject to review by the Audit Committee.

Remuneration of MD

- The remuneration/ to the Managing Director will be determined by the NRC and recommended to the Board for approval. The remuneration/ compensation/profit-linked commission etc. shall be in accordance with the percentage/slabs/ conditions laid down in the Articles of Association of the Company, Act and shall be subject to the prior/post approval of the members of the Company and Central Government, wherever required.
- Increments to the MD should be within the slabs approved by the members and shall be made after taking into consideration the Company's overall performance, MD's contribution for the same, trends in the industry in general and in a manner which would ensure and support a high performance culture. The MD shall be eligible for remuneration as may be approved by the members of the Company on the recommendation of the NRC and the Board of Directors. The break-up of the pay scale, performance bonus and quantum of perquisites including, employer's contribution to P.F, pension scheme, medical expenses, club fees etc. shall be decided and approved by the Board on the recommendation of the NRC and shall be within the overall remuneration approved by the members and Central Government, wherever required. If, in any financial year, the Company has no profits or its profits are inadequate, the Company shall pay remuneration to its MD in accordance with the provisions of the Companies Act, 2013 and if it is not able to comply with such provisions, then with the approval of the Central Government.
- The Remuneration to MD shall involve a balance between fixed and incentive pay reflecting short and long term performance and objectives appropriate to working of the Company and its goals.
- The Non-Executive Directors (Including Independent Directors) of the Company shall be paid sitting fees as per the applicable Regulations as approved by the Board from time to time. All direct and indirect expenses of Directors relating to attending the meetings of Company shall be reimbursed to the Directors.
- The profit-linked Commission shall be paid within the monetary limit approved by the members of the Company subject to the same not exceeding 1% of the net profits of the Company computed as per the applicable provisions of the Regulations.
- Pursuant to the provisions of the Act, an Independent Director shall not be entitled to any stock option of the Company.
- Only such employees of the Company and its subsidiaries as approved by the NRC will be granted ESOPs.

Familiarisation Programme For Independent Directors

- Company's Corporate Profile, Organizational structure, the latest Annual Report, Code of Conduct, Policies and Charters applicable to Directors shall be provided to all Directors at the time of joining.
- A detailed Appointment Letter incorporating the role, duties and responsibilities, remuneration and performance evaluation process, code of conduct and obligations on disclosures shall be issued to the Independent Directors.
- The company shall provide suitable training to Independent Directors/Non-Executive Directors to familiarize them with the company, their roles, rights, responsibilities in the company, nature of the industry in which the company operates, business model of the company, etc. and they shall be formally introduced to the Business/ Unit Heads and Corporate Functional Heads.

Updating the Directors On A Continuing Basis

- The Company shall periodically arrange Board Strategy discussions at any of the Company's plants or off-site locations. At such Meetings, the Directors also get an opportunity to see the Company's operations, interact with the Plant Heads and review the sustainability aspects of the Plant. This would enable them to gain an understanding and appreciation of the operations of the Company and initiatives taken on safety, quality, environment issues, CSR, Sustainability, etc.
- At the Board Strategy Meeting, presentations shall be made to the Directors on the Company's long term Vision and Strategy. Business Heads may also present their plans and priorities with the Board. This would enable the Directors to get a deeper insight in the operations of the Company.
- Periodic presentations on operations to the Board shall include information on business performance, operations, market share, financial parameters, working capital management, fund flows, senior management changes, major litigation, compliances, subsidiary data, etc.
- Business Heads and Company Executives may be invited at Board or Committee Meetings and meetings of Directors for better understanding of the business and operations of the Company.

Remuneration To KMPs And Senior Management

- The level and composition to be paid to KMPs and Senior Management shall be reasonable and sufficient to attract, retain and motivate them and shall be also guided by external competitiveness and internal parity.
- The remuneration of KMPs and Senior Management Personnel shall be guided by the external competitiveness and internal parity. Internally, performance rating of all employees would be spread across a normal distribution curve.
- The remuneration of KMPs and Senior Management shall comply with the guidelines approved by the NRC.

For and on behalf of the Board of Directors

Place : Mumbai,
Date : June 28, 2021

Ramesh R. Patil
Chief Executive Officer & Managing Director
DIN : 07568951

Vinod Bhandawat
Chairman
DIN: 02873571

Annexure III

Disclosure under Section 197(12) of the Companies Act, 2013 and Rule 5 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014

1. Ratio of the remuneration of each director to the median remuneration of the employees of the Company for the financial year ended on 31st March, 2021.

Non-Executive Directors of the Board were paid only sitting fees during the financial year ended March 31, 2021 as follows:

Director (Non-Executive)	Sitting Fees (Rs in lakhs)	Ratio to Median (No. of times to Median Salary)
Mr. Pradip N. Kapadia	4.00	1.43:1
Mr. Nikhil Bhatia	2.75	0.98:1
Mr. Vasant N. Sanzgiri @	0.90	0.32:1
Mr. D.G. Prasad	3.25	1.16:1
Ms. Tripti J. Navani	1.00	0.36:1
Mr. Vinod Bhandawat *	0.55	0.20:1

@ (Resigned with effect from November 27, 2020)

* (Appointed Director with effect from January 15, 2021)

Remuneration to Executive Director

Director (Non-Executive)	Gross Remuneration (Rs in lakhs)	Ratio to Median (No. of times to Median Salary)
Mr. Ramesh R Patil (Chief Executive Officer & Managing Director)	55.37	19.82:1

2. Percentage increase in remuneration of Key Managerial Personnel (KMPs) in the Financial Year 2020 – 2021:

Executive Director, Chief Financial Officer and Company Secretary	% increase on Cost to Company
Mr. Ramesh R. Patil, Chief Executive Officer & Managing Director	NA
Mr. Avadhut Sarnaik, Chief Financial Officer	NA
Mr. Rakesh M. Nanwani, Company Secretary & Compliance Officer	20%

3. Percentage increase in the median remuneration of employees in the financial year: 5% to 6%.
4. Number of permanent employees on the pay roll of Company as on 31st March, 2021 were 1166 and in previous year were 1247
5. Average percentile increase already made in the salaries of employees other than the managerial personnel in the last financial year and its comparison with the percentile increase in the managerial remuneration and justification thereof and point out if there are any exceptional circumstances for increase in the managerial remuneration: 6%.
6. The Company affirms that the remuneration is as per the remuneration policy of the Company.

For and on behalf of the Board of Directors

Place : Mumbai,
Date : June 28, 2021

Ramesh R. Patil
Chief Executive Officer & Managing Director
DIN : 07568951

Vinod Bhandawat
Chairman
DIN: 02873571

Form No.MR-3
SECRETARIAL AUDIT REPORT

[Pursuant to Section 204(1) of the Companies Act, 2013 and Rule No. 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014]

FOR THE FINANCIAL YEAR ENDED: 31st March, 2021

To,
The Members,
Gokak Textiles Limited

We have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **Gokak Textiles Limited (CIN: L17116KA2006PLC038839)** (hereinafter called the Company). Secretarial Audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing our opinion thereon.

Based on our verification of the Company's books, papers, minute books, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, we hereby report that in our opinion, the Company has, during the financial year ended on 31st March, 2021 complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

We have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company during the audit period according to the provisions of:

- i. The Companies Act, 2013 (the Act) and the Rules made thereunder;
- ii. The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the Rules made thereunder;
- iii. The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;
- iv. Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of foreign direct investment and overseas direct investment and External Commercial Borrowings. (No such transaction took place during the Audit Period);
- v. The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act')
 - a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011; (No such transaction took place during the Audit Period)
 - b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
 - c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009; (No such transaction took place during the Audit Period);
 - d) The Securities and Exchange Board of India ((Share Based Employee Benefits) Regulations, 2014 (No such transaction took place during the Audit Period);
 - e) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations,2008 (No such transaction took place during the Audit Period);
 - f) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993;
 - g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009 (No such transaction took place during the Audit Period);
 - h) The Securities and Exchange Board of India (Buyback of Securities) Regulations,1998 (No such transaction took place during the Audit Period);
 - i) Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;
- vi. Other laws applicable specifically to the Company namely:

Labour Laws

- a) The Factories Act, 1948
- b) The Employment Exchanges (Compulsory notification of Vacancies) Act, 1959
- c) The Employees Provident Fund & Miscellaneous Provisions Act, 1952
- d) The Employees State Insurance Act, 1948
- e) The Payment of Wages Act, 1936
- f) The Payment of Bonus Act, 1965
- g) The Payment of Gratuity Act, 1972
- h) The Child Labour (Regulation & Abolition) Act, 1970
- i) The Contract Labour (Regulation & Abolition) Act, 1970

- j) The Shops & Establishments Act, 1961
- k) The Industrial Establishments (National and Festival Holidays) Act, 1963
- l) The Karnataka Daily Wage Employees Welfare Act, 2012
- m) The Sexual Harassment of Women at Work Place (Prevention, Prohibition & Redressal) Act, 2013
- n) The Industrial Disputes Act, 1947
- o) The Minimum Wages Act, 1948 The Maternity Benefit Act, 1961
- p) Trade Unions Act, 1926

Environmental Laws

- a) The Water (Prevention & Control of Pollution) Act, 1974
- b) The Air (Prevention & Control of Pollution) Act, 1981

The Company is not discharging the contaminated water at the public drains/rivers. The company has efficient water treatment plants at its factory premises.

The company has been disposing the hazardous waste as per applicable rules.

Textile & Apparel Sector

- a) Additional Duties of Excise (Textiles and Textile Articles) Act, 1978
- b) Textiles Committee Act, 1963
- c) Textiles (Development and Regulation) Order, 2001
- d) Textiles (Consumer Protection) Regulations, 1988
- e) Collection of Statistics Act, 2008

Other Laws

- a) The Karnataka Legal Metrology (Enforcement) Rules, 2011
- b) The Trademark Act, 1999

We have also examined compliance with the applicable clauses of the following:

- i. Secretarial Standards issued by The Institute of Company Secretaries of India on Meetings of the Board of Directors and General Meeting i.e SS-1 and SS-2.
- ii. The Listing Agreements entered into by the Company with the BSE Limited and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

During the period under review, the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, etc.

We further report that the Company has, in our opinion, complied with the provisions of the Companies Act, 2013 and the Rules made under that Act as notified by Ministry of Corporate Affairs and the Memorandum and Articles of Association of the Company, with regard to:

- a) Maintenance of various statutory registers and documents and making necessary entries therein;
- b) Closure of the Register of Members.
- c) Forms, returns, documents and resolutions required to be filed with the Registrar of Companies and the Central Government;
- d) Service of documents by the Company on its Members, Auditors and the Registrar of Companies;
- e) Notice of Board meetings and Committee meetings of Directors;
- f) The Meetings of Directors and Committees of Directors including passing of resolutions by circulation;
- g) The Annual General Meeting held on 29th September, 2020;
- h) Minutes of proceedings of General Meetings and of the Board and its Committee meetings;
- i) Approvals of the Members, the Board of Directors, the Committees of Directors and the government authorities, wherever required;
- j) Constitution of the Board of Directors / Committee(s) of Directors, appointment, retirement and reappointment of Directors including the Managing Director;
- k) Payment of remuneration to Directors including the Managing Director;
- l) Appointment and remuneration of Auditors, Cost Auditors and Secretarial Auditors;
- m) Transfers and transmissions of the Company's shares and issue and dispatch of duplicate certificates of shares;
- n) Borrowings and registration, modification and satisfaction of charges wherever applicable;
- o) Investment of the Company's funds including investments and loans to others;
- p) form of balance sheet as prescribed under Part I, form of statement of profit and loss as prescribed under Part II and General Instructions for preparation of the same as prescribed in Schedule III to the Act;
- q) Board's Report;
- r) Contracts, common seal, registered office and publication of name of the Company;
- s) Generally, all other applicable provisions of the Act and the Rules made under the Act.

We further report that

The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors. The changes in the composition of the Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Act.

Adequate notice is given to all directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent at least seven days in advance, and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.

We further report that there are adequate systems and processes in the company commensurate with the size and operations of the Company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

Place: Bangalore
Date: 25th June, 2021

For **KDSH & Associates LLP**

Kiran Desai
Designated Partner
FCS10056| CP No: 12924
UDIN: F010056C000517332

* This Report is to be read with our letter of even date which is annexed as Annexure A and forms an integral part of this Report

Annexure A

To,
The Members,
Gokak Textiles Limited
CIN: L17116KA2006PLC038839
#1, 2nd Floor, 12th Cross Ideal Homes,
Near Jayanna Circle, Rajarajeshwari Nagar
Bangalore-560098

Our report of even date is to be read along with this letter.

1. Maintenance of Secretarial record is the responsibility of the management of the Company. Our responsibility is to express an opinion on these secretarial records based on our audit.
2. We have followed the audit practices and process as were appropriate to obtain reasonable assurance about the correctness of the contents of the Secretarial records. The verification was done on test basis to ensure that correct facts are reflected in secretarial records. We believe that the processes and practices, we followed provide a reasonable basis for our opinion.
3. We have not verified the correctness and appropriateness of financial records and Books of Accounts of the Company.
4. Wherever required, we have obtained the Management representation about the compliance of laws, rules and regulations and happening of events etc.
5. The compliance of the provisions of Corporate and other applicable laws, Rules, Regulations, standards is the responsibility of management. Our examination was limited to the verification of procedures on test basis.
6. The Secretarial Audit report is neither an assurance as to the future viability of the Company nor of the efficacy or effectiveness with which the management has conducted the affairs of the Company.
7. We further report that, based on the information provided by the Company, its officers, authorised representatives during the conduct of the audit and also on the review of quarterly compliance report by the respective departmental heads/ Company Secretary/Managing Director taken on record by the Board of the Company, in our opinion adequate systems and process and control mechanism exist in the Company to monitor compliance with applicable general laws like labour laws and Environment laws.
8. Some of the required information for the audit was shared through email and other online channel as physical verification could not be done due to lockdown on account of COVID -19 Pandemic during the time of audit.
9. We further report that the Compliance by the Company of applicable financial laws like Direct & Indirect tax laws has not been reviewed in this audit since the same has been subject to review by the statutory financial audit and other designated professionals.

Place: Bangalore
Date: 25th June, 2021

For **KDSH & Associates LLP**

Kiran Desai
Designated Partner
FCS10056| CP No: 12924
UDIN: F010056C000517332

Form AOC-2

[Pursuant to clause (h) of sub-section (3) of section 134 of the Act and Rule 8 (2) of the Companies (Accounts) Rules, 2014]

Form for disclosure of particulars of contracts/ arrangements entered into by the Company with related parties referred to in subsection (1) of section 188 of the Companies Act, 2013 including certain arm's length transactions under third proviso thereto

1.	Details of contracts / arrangements or transactions not at arm's length basis	NIL
2.	Details of material contracts / arrangements or transactions at arm's length basis	01-April-2020 to 31-March-2021
a.	Name of related party and nature of relationship	Gokak Power & Energy Limited (Subsidiary Company)
b.	Nature of contracts / arrangements / transactions	Agreement for purchase of power between Gokak Power & Energy Limited and Gokak Textiles Limited, Holding Company for captive consumption.
c.	Duration of contracts / arrangements/ transactions	20 years w.e.f. 27.09.2012
d.	Salient terms of the contracts / arrangements/ transactions including Value, if any	Captive user agrees to pay ₹4.38 + ₹0.20 (electricity duty) for every unit of power transferred, subject to conditions laid out in the agreement
e.	Dates of Approval by the Board, if any	13.08.2012
f.	Amount paid as advance, if any	Security Deposit – Rupees One Crore

1	Details of contracts or arrangements or transactions not at arm's length basis	Nil
2	Details of material contracts or arrangement or transactions at arm's length basis:	01-April-2020 to 31-March-2021
A	Name(s) of the related party and nature of relationship	Suryoday One Energy Private Limited Suryoday One Energy Private Limited is a subsidiary of Shapoorji Pallonji Infrastructure Capital Company Private Limited which holds 49% of the paid up share capital of Gokak Power & Energy Limited, a subsidiary of the Company.
B	Nature of contracts/arrangements/ transactions	Agreement for purchase of Solar power between Suryoday One Energy Private Limited and Gokak Textiles Limited (GTL)
C	Duration of the contracts/arrangements/ transactions	10 years w.e.f 04.07.2018
D	Salient terms of the contracts or arrangements or transactions including the value, if any	GTL agrees to pay ₹ 4.28 for every unit transferred, subject to conditions laid out in the agreement
E	Date(s) of approval by the Board, if any:	03.07.2018
F	Amount paid as advances, if any:	NIL
G	Date on which the special resolution was passed in general meeting as required under first proviso to section 188	18.09.2018

For and on behalf of the Board of Directors

Place : Mumbai,
Date : June 28, 2021

Ramesh R. Patil
Chief Executive Officer & Managing Director
DIN : 07568951

Vinod Bhandawat
Chairman
DIN: 02873571

A. Conservation of energy-

Particulars of Technology Absorption and Foreign Exchange earnings and outgo, as per Section 134 (3)(m) of the Companies Act, 2013 and the Rules made therein and forming part of the Directors’ Report for the year ended March 31, 2021

A. Conservation of energy

The Bureau of energy Efficiency (BEE) is an agency of the Government of India, Under Ministry of Power created in March 2002 under the provisions of the Energy Conservation Act, 2001. The agency’s function is to develop programs which will increase the conservation and efficient use of energy in India.

The scheme is introduced by Government of India under NMEEE (National Mission on Enhanced Energy Efficiency) through BEE (Bureau of Energy Efficiency) and State Nodal Agency KREDL (Karnataka Renewable Energy Development Limited) which is known as the PAT (Perform Achieve Trade). The Target set by the BEE was 0.7371 MTOE / MT (Metric Tonne of Oil Equivalent) of Yarn produced for the 3 Years Cycle (2016-2019).

For the last 3 years period of (2016-2019), the company has achieved 0.76 SEC in Energy Conservation, and was entitled for ESCerts. After the mandatory Check Verification audit by third party Accredited Energy auditors, finally the accredited Energy Auditor has recommended +194 ESCerts to Mills, these ESCerts trading has to commence this year i.e 2021.

Now our organisation is under Pat Cycle –III, and some of the Energy Conservation measures adopted by the Company during the year 2020 – 2021 are as below:

(i)	The steps taken to improve energy conservation :-	i.	Replacement of Inverter for Auto Coner Savio No-1, Energy saving per machine is 18600 kwh / annum
		ii.	Replacement of 250 old tubelights with 18 watts LED tubes, savings 6500 kwh/annum
		iii.	Mill No-7, Installation of 10 Kvar fixed capacitor at Motor Terminal for more savings & Effectiveness, savings would be approx. 6750 kwh / annum
		iv.	To Reduce the distribution losses in Auto-coner machine at mill no-2 power feed from the Dyeing substation which was at a distance of 750 meters was disconnected and new connection from distance of 250 meters was given, savings 15000 kwh/annum.
		v.	Mill No-2, In Fan motor of Unilap machine installed Invertor to save power, savings 2040 kwh/ annum
		vi.	In Ring frame K44 OHTC centralized waste collection fan motor, 5.5 KW, fixed a Cyclic Timer to trim the operation and save energy.
(ii)	The steps taken by the company for utilizing alternate sources of energy.	Used solar energy in place of HESCOM Energy.	
(iii)	the capital investment on energy conservation equipment’s	1) Replaced new Compressed Air Dryer, against this installation we have stopped less efficient old dryers and saved energy cost. 2) Replaced old 3 nos. Benson fans of 0.75 kw, thereby conserving energy.	

B. Technology absorption:

(i)	the efforts made towards technology absorption and benefits derived as result of the below activities :	Imported 2 PPE kit Hot air sealing machine (Landed cost ₹ 12.10 Lakhs for 2 Machines)
(ii)	the benefits derived like product improvement, cost reduction, product development or import substitution	
(iii)	in case of imported technology (imported during the last three years reckoned from the beginning of the financial year)	
	(a) the details of technology imported	Hot air sealing machine for manufacturing of PPE kits
	(b) the year of import;	June 2020
	(c) whether the technology been fully absorbed	Yes
	(d) if not fully absorbed, areas where absorption has not taken place, and the reasons thereof and future plan of action	NA
(iv)	the expenditure incurred on Research and Development	₹ 5.65 lakhs (FY 2020 - 2021)

C. Foreign exchange earnings and Outgo

(₹ in Lakhs)

1	Earnings	13.64
2	Outgo	7.98

For and on behalf of the Board of Directors

Place : Mumbai,
Date : June 28, 2021

Ramesh R. Patil
Chief Executive Officer & Managing Director
DIN : 07568951

Vinod Bhandawat
Chairman
DIN: 02873571

Report on Corporate Governance

Corporate Governance Policy:

The Company believes in the highest standards of good and ethical corporate governance practices. Good governance practices stem from the culture and mindset of the organization. It is therefore not merely about enacting policies regulations and procedures but also about establishing an environment of trust and confidence among various shareholders.

The Company's philosophy on the Code of Governance is that the Company should follow contemporary corporate practices and the guiding principle of the Code of Governance of the Company is Harmony i.e.:

- (a) Balancing need for transparency with the need to protect the interests of the Company;
- (b) Balancing the need for empowerment at all levels with the need for accountability ;and
- (c) Interaction with all stakeholders including shareholders, employees, lenders and regulatory authorities.

Code of Conduct

The Company has strong and consistent legacy of fair, transparent and ethical governance practices. The Company has adopted a Code of Conduct for All Board Members and Senior Management (the "Code") which will uphold ethical values and legal standards as the Company pursues its objectives. The Code has been communicated to the Directors and the members of the Senior Management. All Board members and senior management have confirmed compliance with the Code for the year ended March 31, 2021. The Annual Report contains a declaration to this effect signed by the Chief Executive Officer & Managing Director.

Code of Practices and Procedures for Fair Disclosure and Conduct

In compliance with the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015, the Company has framed a Code for Prevention of Insider Trading & Code of Corporate Disclosure Practices ("Insider Trading Code") based on the principle that Directors, Officers, and Employees of the Company owe a fiduciary duty to the members of the Company to place the interest of the members above their own and conduct their personal securities transactions in a manner that does not create any conflict of interest situation. The Insider Trading Code also seeks to ensure timely and adequate disclosure of Price Sensitive Information to the investors by the Company to enable them to take informed investment decisions with regard to the Company's securities. The Chief Financial Officer of the Company is responsible for implementation of the Insider Trading Code.

Board of Directors:

The Board of Directors are persons of integrity and having wide range of experience and skills. The Board of Directors as on March 31, 2021, comprised of Six (6) Directors. Five (5) Directors are Non-executive (including One (1) Women Director) and One (1) Executive Director. The Board comprises of 3 (50%) Independent Directors.

The composition of the Board is in conformity with Regulation 17 of Securities and Exchange Board of India (Listing Obligation and Disclosure Requirements) Regulation, 2015. (SEBI (LODR), 2015).

The Company is managed by Chief Executive Officer & Managing Director under the supervision, direction and control of the Board. The Chief Executive Officer & Managing Director is assisted by a team of qualified and experienced professional. None of the Independent Directors serve as an Independent Director in more than seven listed entities. None of the Directors of the Company are members in more than 10 mandatory committees nor act as a Chairman in more than 5 mandatory committees of public companies.

The Board met at least once in a quarter, and the maximum time gap between two Board Meetings did not exceeded the time limit prescribed in regulation 17 (2) of SEBI (LODR), 2015. During the year under review, 4 (four) Board meetings were held on June 29, 2020; August 20, 2020; November 11, 2020 and February 11, 2021 The necessary quorum was present for all the meetings. Video Conferencing facility was provided, wherever required to enable Directors to participate in meetings.

The terms and conditions of appointment of the Independent Directors and the details of familiarization programme to them are available on the website of the Company www.gokakmills.com

In the opinion of the Board, the Independent Directors fulfill the conditions specified in the SEBI LODR and are independent of the Management.

All the information required to be placed before the Board of Directors under Regulation 17 (7) of SEBI LODR, has been duly placed. The Agenda along with explanatory notes are sent in advance to the Directors.

The names and categories of the Directors on the Board, their attendance at the Board Meetings, and Annual General Meeting (AGM) held during the year, the number of Chairmanships/ Directorships of all Boards excluding alternate directorship, directorship of private limited companies, foreign companies and companies under Section 8 of the Companies Act, 2013 and the Committees of Board (Chairmanship/ Membership of Board Committees include only Audit Committee and Stakeholders' Relationship Committee across all public limited (listed as well as unlisted) including those of the Company), held by them as on March 31, 2021 are as follows:

Sl. No.	Name of the Director	Category	Number of Board Meetings during 2020-2021		Attendance at AGM held on September 29, 2020	Number of shares held	Relationship with other Director	No. of Directorships in all Public Companies	No. of Committee Positions held in all Public Companies		Directorship in other listed entity (Category of Directorship)
			Held	Attended					Chairman	Member	
1	Mr. Ramesh R. Patil Chief Executive Officer and Managing Director DIN : 07568951	Executive Non-Independent	4	4	Yes	Nil	None	2	-	2	NIL
2	Mr. Pradip N. Kapadia DIN : 00078673	Non-Executive Independent	4	4	Yes	Nil	None	6	3	6	1. Mafatal Industries Limited (Independent Non-Executive) 2. Navin Fluorine International Limited (Independent Non-Executive)
3	Mr. Nikhil Bhatia DIN: 00414281	Non-Executive Independent	4	4	Yes	Nil	None	3	2	-	1. Forbes & Company Limited (Independent Non-Executive)
4	Mr. D.G. Prasad DIN: 00160408	Non-Executive Independent	4	4	Yes	Nil	None	4	3	2	1. Moschip Technologies Ltd. (Independent Non-Executive) 2. Suven pharmaceuticals Ltd (Independent Non- Executive) 3. Natco Pharma Ltd (Independent Non-Executive)
5	Mr. Vasant N. Sanzgiri @ DIN: 01757117	Non-Executive Non-Independent	4	3	Yes	Nil	None	1	0	1	NIL
6	Ms. Tripti J. Navani DIN: 08190106	Non-Executive Non-Independent	4	4	Yes	Nil	None	1	-	-	NIL
7	Mr. Vinod Bhandawat * DIN: 02873571		4	1	No	Nil	None	3	-	2	NIL

@ Resigned w.e.f. November 27, 2020

* Appointed as an Additional Director w.e.f. January 15, 2021

The Board has identified following skills/expertise/competencies for effective functioning of the Company which are currently available with the Board.

- Marketing, Sales and Synergies;
- Finance, Strategy and HR Management; and
- Corporate Governance and Administration

The specific areas of skills/expertise/competences of the individual Directors is given below:

Director	Areas of Skills/Expertise/Competence
Mr. Ramesh R. Patil Chief Executive Officer & Managing Director	Business Strategy and Business Development, Marketing and communications, Business Governance and General Administration.
Mr. Pradip N. Kapadia Non-Executive – Independent	Business and Corporate Governance, Public Policy, Legal and regulatory, Business Strategy.
Mr. D G Prasad Non-Executive – Independent	Risk Management, Finance and control, Taxation and related Regulatory, Business structuring and Governance.
Mr. Vinod Bhandawat Non-Executive Non- Independent Director	Business Strategy and Business Development, Business and Corporate Governance, Finance & Tax, Fund raising, business structuring.
Ms. Tripti J. Navani Non-Executive Non- Independent Director	Fund raising, business structuring, Finance and Tax and Business Governance.
Mr. Nikhil Bhatia Non-Executive – Independent	Risk Management, Finance and control Taxation and related Regulatory, Business structuring and Governance.

Familiarization Programme for Independent Directors

At the time of appointment of an Independent Director, a formal letter of appointment is given to him/her, which inter alia explains the role, function, duties and responsibilities expected from him/her as a Director of the Company. The Independent Directors of the Company were also provided with necessary documents/ brochures, reports and internal policies to familiarize them about the telecom industry, business operations and functioning of various divisions/departments of the Company. The details of familiarization programme imparted to the Independent Directors are available on the Company's website at www.gokakmills.com

Meeting of Independent Directors:

The Independent Directors met on February 11, 2021 to discuss:

- a) Evaluation of the performance of Non-Independent Directors and the Board as a Whole.
- b) Evaluation of the performance of the Chairman of the Company taking into account the views of the Executive Directors and Non-Executive Directors.
- c) Evaluation of quality content and time lines of information between the Management and the Board that is necessary for the Board to effectively and reasonably perform duties.

The meeting was attended by all Independent Directors.

CEO & CFO Certification

As required by the Regulation 17(8) of SEBI (LODR), 2015 a certificate from Mr. Ramesh R Patil, Chief Executive Officer and Managing Director and Mr. Avadhut Sarnaik, erstwhile Chief Financial Officer is placed before the Board of Directors.

Audit Committee:

In compliance with section 177 of the Act and Regulation 18 of SEBI (LODR) 2015 the terms of reference of the Audit Committee were as under:

- I. the recommendation for appointment, remuneration and terms of appointment of auditors of the Company;
- II. review and monitor the auditor's independence and performance, and effectiveness of audit process;
- III. examination of the financial statement and the auditors' report thereon;
- IV. approval or any subsequent modification of transactions of the Company with related parties;
- V. scrutiny of inter-corporate loans and investments;
- VI. valuation of undertakings or assets of the Company, wherever it is necessary;
- VII. evaluation of internal financial controls and risk management systems;
- VIII. monitoring the end use of funds raised through public offers and related matters;
- IX. Oversight of the Company's financial reporting process and the disclosure of its financial information to ensure that the financial statement is correct, sufficient and credible;
- X. Approval of payment to statutory auditors for any other services rendered by the statutory auditors;
- XI. Reviewing with the management, performance of statutory and internal auditors, adequacy of the internal control systems;
- XII. Reviewing the adequacy of internal audit function, if any, including the structure of the internal audit department, staffing and seniority of the official heading the department, reporting structure coverage and frequency of internal audit;
- XIII. Discussion with internal auditors of any significant findings and follow up thereon;
- XIV. Reviewing the findings of any internal investigations by the internal auditors into matters where there is suspected fraud or irregularity or a failure of internal control systems of a material nature and reporting the matter to the Board;
- XV. Discussion with statutory auditors before the audit commences, about the nature and scope of audit as well as post-audit discussion to ascertain any area of concern;
- XVI. To look into the reasons for substantial defaults in payments to the depositors, debenture holders, shareholders and creditors;
- XVII. To review the functioning of the Whistle Blower mechanism;
- XVIII. Approval of appointment of CFO (i.e. the whole-time Finance Director or any other person heading the finance function or discharging that function) after assessing the qualifications, experience and background, etc. of the candidate;
- XIX. Reviewing, with the management, financial statements, with particular reference to:
 - a) Matters required to be included in the Directors' Responsibility Statement to be included in the Board's Report in terms of clause (c) of sub-section 3 of section 134 of the Act;
 - b) Changes, if any, in accounting policies and practices and reasons for the same;
 - c) Major accounting entries involving estimates based on the exercise of judgment by management;

- d) Significant adjustments made in the financial statements arising out of audit findings;
- e) Compliance with listing and other legal requirements relating to financial statements;
- f) Disclosure of any related party transactions; and
- g) Qualification in the draft audit report.

XX. Reviewing the utilization of loans and/or advances from/investment by the Company in the subsidiary exceeding ₹ 100 crores or 10 % of the assets size of the subsidiary, whichever is lower including existing loans/advances/investments.

XXI. Such other functions/duties as may be prescribed by the Act, or SEBI (LODR), 2015 (as amended from time to time); and such other functions/duties as may be entrusted by the Board from time to time.

In addition to the above the Audit Committee also reviews the information listed in Schedule II of Part C (B) of SEBI (LODR)

Composition of the Committee:

The Audit Committee of the Board has been constituted in compliance with the provision of Regulation 18 of SEBI LODR read with Section 177 of the Act. The Committee comprises of 3 members of whom 2 are Independent Non-Executive Directors and 1 Executive Director. The Chairman of the Audit Committee is an Independent Director.

All members are financially literate and at least one member has Accounting expertise. The Audit Committee meetings are attended by Chief Financial Officer, Statutory Auditors and Internal Auditors and the functional heads as and when required. The Company Secretary acts as the Secretary to the Committee. The gap between two consecutive meetings was not more than four months. During the year under review, the 4 (four) Audit Committee meetings were held on June 29, 2020; August 20, 2020; November 11, 2020 and February 11, 2021. The Composition of the Committee and details of meeting attended by its members is as follows:

Sr. No	Name	Description	Category	No. of Audit Committee Meetings held	No. of Audit Committee Meetings attended
1.	Mr. D G Prasad	Chairman	Non-Executive Independent	4	4
2.	Mr. Pradip N. Kapadia	Member	Non-Executive Independent	4	4
3.	Mr. Ramesh R. Patil	Member	Executive Whole time Director	4	4

The last Annual General Meeting was attended by the Chairman of the Audit Committee.

Nomination and Remuneration Committee:

In compliance with Section 178 of the Act and Regulation 19 of SEBI (LODR), 2015, the Board had constituted Nomination and Remuneration Committee. The Committee comprises of 3 members of whom 2 are Independent Non-Executive Directors and functions under the Chairmanship of an Independent Director.

The terms of reference of Nomination and Remuneration Committee includes:

- a) Formulation of the criteria for determining qualifications, positive attributes and independence of a director and recommend to the Board a policy, relating to the remuneration of the directors, key managerial personnel and other employees;
- b) Formulation of criteria for evaluation of Independent Directors and the Board;

- c) Devising a policy on Board diversity;
- d) Identifying persons who are qualified to become directors and who may be appointed in senior management in accordance with the criteria laid down, and recommend to the Board their appointment and removal;
- e) To recommend extending or continuing the terms of appointment of Independent Directors, on the basis of report of performance evaluation of Independent Director;
- f) Recommend to the Board, all remuneration, in whatever form payable to senior management and
- g) Such other functions/duties as may be entrusted by the Board from time to time

The Company's policy on directors' appointment and remuneration and other matters provided in Section 178(3) of the Act has been disclosed in the Directors' Report.

The Committee determines and recommends to the Board the compensation of the Managing Director. The Committee makes periodic appraisal of the performance of the Managing Director. The Company does not have any stock options scheme. Composition of the Committee:

The Nomination and Remuneration Committee comprises of three (3) members, of which 2 are Non-Executive Independent Directors and One (1) Non-Executive Non -Independent Director. During the year under review, two (2) meetings were held on November 11, 2020 and February 11, 2021. The composition of the Committee and details of meeting attended by the members is as follows:

Sl. No.	Name	Description	Category	No. of NRC Meetings held	No. of NRC Meetings attended
1.	Mr. Nikhil Bhatia	Chairman	Non – Executive Independent	2	2
2.	Mr. Pradip N. Kapadia	Member	Non – Executive Independent	2	2
3.	Mr. Vasant N. Sanzgiri @	Member	Non-Executive Non-Independent	2	1
4.	Mr. Vinod Bhandawat *	Member	Non-Executive Non-Independent	2	1

@ Resigned w.e.f. November 27, 2020

* Appointed as an Additional Director w.e.f. January 15, 2021

The last Annual General Meeting was attended by the Chairman of the Nomination & Remuneration Committee.

Details of Remuneration paid to Directors during the year ended March 31, 2021 are as follows:

A) Non – Executive Directors

(₹ in lakhs)

Name of Director	Sitting fees	Commission Paid	Total ₹
Mr. Pradip N. Kapadia	4.00	Nil	4.00
Mr. Nikhil Bhatia	2.75	Nil	2.75
Mr. D. G. Prasad	3.25	Nil	3.25
Mr. Vasant N. Sanzgiri	0.90	Nil	0.90
Mr. Vinod Bhandawat	0.55	Nil	0.55
Ms. Tripti J. Navani	1.00	Nil	1.00

No commission was paid to any Non – Executive Director during FY 2020 – 2021.

B) Remuneration paid to Chief Executive Officer & Managing Director

(₹ in lakhs)

Sr. No.	Particulars	Mr. Ramesh R. Patil
a	Salary and allowance	45.24
b	Pension contribution to PF	-
c	Annual Performance Incentive & Ex-Gratia	14.73
	Total	59.97
d	Breakup of fixed components and performance linked incentives with performance criteria	Item C is performance linked, others are fixed. Performance criteria include, reduction of costs, improvement of liquidity, steps taken for growth of business both the Company and its subsidiary.
e	Service contracts	July 18, 2019 to July 17, 2022
f	Notice period	Three calendar months
g	Severance fees	Nil
h	Stock Option	Nil

Stakeholders Relationship Committee:

In compliance with the provisions of section 178 of the Act and Regulation 20 of SEBI (LODR), 2015, the terms of reference of the 'Stakeholders Relationship Committee' includes:

- Approval of Share Transfers / Deletion of Name/s / Transposition of Name/s, Dematerialization / Re-materialization of Shares;
- Approval of Transmission of Shares;
- Approval for issue of Duplicate/Replacement/Renewal of Share Certificates;
- Resolution of all the grievances of the security holders;
- Review of measures taken for effective exercise of voting rights by shareholders;
- Review of adherence to the service standards adopted in respect of various services being rendered by Registrar & Share Transfer Agents;
- Review of the various measures and initiatives taken for reducing the quantum of unclaimed dividends and ensuring timely receipt of dividend warrants/annual reports/statutory notices by the shareholders of the company and
- Such other functions/duties as may be entrusted by the Board from time to time.

The Stakeholders' Relationship Committee meeting was held on February 11, 2021.

The Composition of the Stakeholders' Relationship Committee is as follows:

Sr. No.	Name of Director	Designation	Category	No. of Meetings held	No. of Meetings attended
1.	Mr. Pradip N. Kapadia	Chairman	Non-Executive Independent	1	1
2.	Mr. Ramesh R. Patil	Member	Executive	1	1
3.	Mr. Vasant N. Sanzgiri@	Member	Non-Executive Non-Independent	1	-
4.	Mr. Vinod Bhandawat*	Member	Non-Executive Non-Independent	1	1

@ Resigned w.e.f. November 27, 2020

* Appointed as an Additional Director w.e.f. January 15, 2021

The Company Secretary also functions as Compliance Officer.

During the year under review, 1 (one) complaint was received by the Company from a shareholder and the same was disposed-off, there were no pending complaints at the end of the year. Further no transfers were pending as on March 31, 2021.

The last Annual General Meeting was attended by the Chairman of the Stakeholders Relationship Committee.

Corporate Social Responsibility Committee (CSR)

The provisions of section 135 of the Companies Act, 2013 are not presently applicable to the Company. The Board of Directors of the Company has in good governance voluntarily constituted Corporate Social Responsibility Committee in compliance of section 135 of the Companies Act, 2013. The Committee comprises three (3) members viz. Mr. Nikhil Bhatia, Non-Executive Independent Director & Chairman of the Committee, Mr. Pradip N. Kapadia, Non-Executive Independent Director and Mr. Vinod Bhandawat, Non-executive Non-Independent Director. The CSR Committee will formulate and monitor the CSR Policy of the Company and other policy.

During the year under review, due to net loss, the Company has not earmarked any amount on CSR Activities as specified in the Schedule VII to the Companies Act, 2013.

General Body Meetings

(a) the details of date, time and venue of the Annual General Meetings held during the last 3 years till March 31, 2021 are as follows:

AGM	Date of the AGM	Time	Venue
12 th AGM	September 18, 2018	11.30 a.m	Hotel Chalukya, 44, Race Course Road, Basaveshwara Circle, Bengaluru - 560001
13 th AGM	September 20, 2019	12.00 noon	Hotel Chalukya, 44, Race Course Road, Basaveshwara Circle, Bengaluru - 560001
14 th AGM	September 29, 2020	3.00 p.m	The Annual General Meeting was held through Video Conferencing/ Other Audio Visual Means. The deemed place of the meeting was the registered office of the Company

(b) Details of Special Resolutions passed in the previous three (3) Annual General Meetings :

September 18, 2018 (12 th AGM)		No Special Resolution was passed at the AGM held on September 18, 2018.
September 20, 2019 (13 th AGM)	(1)	Re-appointment of Mr. Ramesh R. Patil (DIN:07568951) as Chief Executive Officer & Managing Director
	(2)	Re-appointment of Mr. Pradip N. Kapadia (DIN: 00078673) as Independent Director of the Company
	(3)	Re-appointment of Mr. D G Prasad (DIN: 00160408) as Independent Director of the Company
	(4)	Issue and Offer of Non-cumulative, Non-convertible, Redeemable Preference Shares on a Private Placement basis
September 29, 2020 (14 th AGM)		No Special Resolution was passed at the AGM held on September 29, 2020.

(c) Whether any special resolution passed through postal ballot : No

Fees paid by the Company and its Subsidiaries, on consolidated basis, to Statutory Auditors and all entities in the network firm/network entity of which the statutory auditor is a part: Batliboi & Purohit, Chartered Accountants (Firm Registration No. 101048W) is the Statutory Auditors' of the Company. The particulars of payment of Statutory Auditors' fees on consolidated basis is given below:

Particulars	Amount in lakh (Rs)
Statutory Audit (including quarterly audit)	25.75
Reimbursement of out-of-pocket expenses	0.17
Total	25.92

Disclosures in relation to the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013, as amended:

The required disclosures have been made in the Directors' Report for the year ended March 31, 2021 which forms part of this Annual Report for FY 2020-2021.

Related Party transactions:

All related party transactions that were entered into during the financial year were at arm's length basis and were in the ordinary course of business. No materially significant Related Party Transactions has been entered into by the Company with the Promoters, Directors or the Management, Key Managerial Personnel or their relatives etc., that may have potential conflict with the interests of the Company at large except purchase of power for captive consumption and for sale, from the subsidiary Company viz., Gokak Power & Energy Ltd.

All related party transactions are placed before the Audit Committee for approval.

A comprehensive list of related party transactions as required forms part of the Notes of the Financial Statement to the Accounts in the Annual Report.

The Board has approved policies for determining material subsidiaries and related party transaction's which has been uploaded on the Company's website viz. www.gokakmills.com

Statutory Compliances

The Company has ensured necessary compliance with the requirements of the Stock Exchange, SEBI and other authorities related to capital market and the details of non-compliance and penalties are not applicable. The Company follows all relevant Accounting Standards. The Company as compiled with all the Secretarial Standards (SS) issued by The Institute of Company Secretaries of India.

Vigil Mechanism/ Whistle Blower Policy

Pursuant to Section 177 of the Act and Regulation 22 of SEBI (LODR), 2015, the Board has established a vigil mechanism for the Directors and employees of the Company to report genuine concerns about unethical behavior actual or suggested fraud or violation of the Company's Code of Conduct or ethics. The Company has in place Whistle Blower Policy to provide mechanism for Director or employee of the Company to approach the Chairman of the Audit Committee. The Policy is available on the Company's website viz. www.gokakmills.com

Details of compliance with mandatory requirements and adoption of the non-mandatory requirements of this clause:

The Company has complied with all the mandatory requirements of SEBI (LODR), 2015. The status of compliance with discretionary requirements under Regulation 27(1) and Part E Schedule II of SEBI (LODR), 2015 is as follows:

- **Shareholders' Rights:** As the quarterly and half yearly financial results are published in the newspapers and are also posted on the Company's website, the same are not sent to the shareholders.
- **Audit Qualifications:** The Company's financial statements for the financial year 2020 – 2021 does not does contain any audit Qualification.
- **Separate posts of Chairman and CEO:** The Board Members present at the meeting elect a Non- Executive Director to Chair the meeting. The Company has appointed Chief Executive Officer & Managing Director to take care of the day-to-day affairs of the Company. The position of the Chairman and Managing Director are separate.
- **Reporting of internal auditor:** The internal auditor may report directly to the audit committee

Means of communication:

The quarterly, half yearly and annual results are generally published in the Business Standard (English daily) and Hosa Digantha (Kannada Daily - regional language newspaper). The financial results, shareholding patterns are also available on the website of the Company, i.e. www.gokakmills.com

The Company does not have a practice of making presentation to institutional investors and analysts. Management Discussion and Analysis forms part of Annual Report.

General Shareholder Information:

a	Annual General Meeting Date, time and venue	Next Annual General Meeting of the Company is scheduled on Wednesday, September 29, 2021 at 3.00 PM through Video Conferencing ('VC') / Other Audio Visual Means ('OAVM')
b	Financial year	The Company follows the April-March Financial Year.
c	Date of Book Closure	The Register of Members and the Share Transfer Book of the Company will remain closed from Thursday, September 23, 2021 to Wednesday, September 29, 2021.
d	Dividend Payment date	Board has not recommended any dividend
e	Listing on Stock Exchanges	BSE Limited P.J. Towers, Dalal Street, Mumbai – 400001
f	Stock Code	532957 (ISIN: INE642101014)

Equity shares of the Company are listed on BSE Limited only and Company has paid the annual listing fees before the due date.

Market Price Data for the Shares of Face Value ₹ 10 each is as under :

Month and Year	High	Low	No. of shares	BSE Index High	BSE Index Low
April' 2020	16.00	13.00	874	33,887.25	27,500.79
May' 2020	20.80	16.80	633	32,845.48	29,968.45
June' 2020	21.85	19.80	472	35,706.55	32,348.10
July' 2020	19.00	10.50	8,950	38,617.03	34,927.20
August' 2020	13.32	9.50	23,896	40,010.17	36,911.23
September' 2020	14.00	10.62	14,467	39,359.51	36,495.98
October' 2020	12.30	9.03	14,919	41,048.05	38,410.20
November' 2020	18.63	10.46	30,737	44,825.37	39,334.92
December' 2020	19.09	15.88	27,670	47,896.97	44,118.10
January' 2021	27.55	19.45	49,619	50,184.01	46,160.46
February' 2021	28.00	26.80	4,879	52,516.76	46,433.65
March' 2021	27.80	26.30	2,005	51,821.84	48,236.35

Registrars and Share Transfer Agents:

The Company has appointed TSR Darashaw Consultants Private Ltd. (TSRDCPL) as its Registrar & Share Transfer Agents, Shareholders are requested to approach TSRDCPL on the following address for any query and problems related to shares held in Physical form:

TSR Darashaw Consultants Private Limited
 Unit: Gokak Textiles Ltd.
 C-101, 1st Floor, 247 Park,
 Lal Bahadur Shastri Marg, Vikhroli (west),
 Mumbai – 400 083.
 Tel: +91 22 6656 8484, Fax: +91 22 6656 8494
 Email: cgs-unit@tcplindia.co.in
 Website: www.tcplindia.co.in

Share Transfer system:

The Stakeholders Relationship Committee of the Board of Directors of the Company inter alia monitors Share Transfers/ Deletion of Name/s/Transposition of Name/s, Transmission, dematerialization and re-materialization of shares. Shares of the Company are traded compulsorily in dematerialized form.

Regulation 40 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulation, 2015 has been amended, mandating transfer of securities in dematerialized form. The said restriction is not applicable to request received for effecting transmission or transposition, deletion of name in respect of shares held in physical form or transfer deeds once lodged prior to April 1, 2019 and returned due to deficiency in the document and re-lodged.

The shareholders holding shares in physical forms are requested to get their shares dematerialised to avoid any inconvenience in the future while transferring their shares.

Distribution of Shareholding as at March 31, 2021

Category	No. of Shares	Percentage to Paid-up capital
Promoters	47,80,845	73.56
Central/State Government(s)	55,171	0.85
Financial Institutions / Banks	9,541	0.15
Bodies Corporate	1,95,929	3.01
Insurance Companies	2,96,057	4.56
Mutual Funds / UTI	181	0.00
FII's/ NRI's/ OCB/ Foreign Company	2,17,436	3.35
Public	9,44,148	14.52
Total	64,99,308	100.00

Distribution by size of holding as at March 31, 2021

Range Start	Range End	Total Shares	Percentage to capital	Total Number of Equity Shareholders	% of Total Paid-up Equity Capital
1	500	419593	6.46	8,428	96.65
501	1000	105335	1.62	142	1.63
1001	2000	101925	1.57	72	0.83
2001	3000	63213	0.97	25	0.29

Range Start	Range End	Total Shares	Percentage to capital	Total Number of Equity Shareholders	% of Total Paid-up Equity Capital
3001	4000	30700	0.47	9	0.10
4001	5000	39963	0.62	9	0.10
5001	10000	110629	1.70	16	0.18
10001	Above 10001	5627950	86.59	19	0.22
Total		64,99,308	100.00	8,720	100.00

Status of dematerialisation of shares and liquidity as on March 31, 2021:

Details	No. of shareholders	No. of shares	Percentage to paid up Capital
National Securities Depository Limited. (NSDL)	3,247	58,50,724	90.02
Central Depository Services (India) Limited. (CDSL)	1,298	4,06,769	6.26
Total Dematerialised	4,545	62,57,493	96.28
Physical	4,174	2,41,815	3.72
Total	8,719	64,99,308	100

Outstanding Employee Stock options, GDRs, ADRs, etc.

The Company has not issued any GDRs/ADRs/Warrants. There are no outstanding Foreign Currency Convertible Bonds ("FCCBs") and Employee Stock Options.

No funds were raised during the year through preferential allotment or qualified institutional placement.

Commodity price risk or Foreign exchange risk and hedging activities

The Company is exposed to risk fluctuations of cotton prices. It is exposed to foreign exchange risk on account of import and export transactions entered. The Company is proactively mitigating foreign exchange risk by reviewing the foreign exchange exposure at regular intervals.

Credit rating during FY 2020 – 2021

Rating Agency	Date	Facilities	Rating
ICRA Limited	September 25, 2020	Fund-based Working Capital Limits (Long Term)	[ICRA]B+ (Stable); Reaffirmed and simultaneously withdrawn
ICRA Limited	September 25, 2020	Unallocated limits (Short Term)	[ICRA]A4; Reaffirmed

Plant Locations:**Mills Division :**

Gokak Falls – 59130, Dist. Belgaum, Karnataka State

Knitwear Unit:

Bagalkot Road, Marihal Village, Dist. Belgaum, Karnataka State 591167.

Address for Correspondence:

Shareholders holding shares in physical mode are requested to direct all equity shares related correspondence /queries to TSRDCPL and only the non- shares related correspondence and complaints regarding TSRDCPL should be addressed to the

Compliance Officer at the registered office of the Company. Shareholders holding shares in electronic mode (dematerialised form) should address all shares related correspondence to their respective Depository Participants only.

Secretarial Auditors' Certificate:

- (i) Certificate from the Practicing Company Secretary on compliances with the corporate governance requirements by the Company is annexed to this Report.
- (ii) Certificate from the Practicing Company Secretary that none of the Directors of the Company have been debarred or disqualified from being appointed or continuing as Directors by the Board/Ministry of Corporate Affairs or any such statutory authority

DECLARATION UNDER REGULATION 26(3) OF SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015

As provided under Regulation 26(3) of SEBI (Listing Obligation and Disclosure Requirements) Regulation, 2015, the Board Members and the Senior Management Personnel have confirmed compliance with the code of conduct for Board of Directors and Senior Management for the year ended March 31, 2021.

For **Gokak Textiles Limited**

Ramesh R.Patil
Chief Executive Officer & Managing Director
DIN : 07568951

CORPORATE GOVERNANCE COMPLIANCE CERTIFICATE

To,
The Members of GOKAK TEXTILES LIMITED
 #1, 2nd Floor, 12th Cross Ideal Homes,
 Near Jayanna Circle, Rajarajeshwari Nagar
 Bangalore-560098

We have examined the compliance of conditions of Corporate Governance by **Gokak Textiles Limited (CIN: L17116KA2006PLC038839)** ("the Company") for the purpose of certifying of the Corporate Governance compliance certificate under Regulation 17 to 27 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 from the period 1st April 2020 to 31st March, 2021. We have obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of certification.

The compliance of conditions of corporate governance is the responsibility of the Management. Our examination was limited to the procedure and implementation thereof, adopted by the Company for ensuring the compliance of the conditions of the corporate governance. It is neither an audit nor an expression of opinion on the financial statements of the Company.

In our opinion and to the best of our information and according to the explanations and information furnished to us, we certify that the Company has complied with all the conditions of Corporate Governance as stipulated in Regulation 17 to 27 (Listing Obligations and Disclosure Requirements) Regulations, 2015.

We further state that such compliance is neither an assurance as to the future viability of the Company nor of the efficiency or effectiveness with which the management has conducted the affairs of the Company.

Place: Bangalore
 Date: 25th June, 2021

For **KDSH & Associates LLP**
 Kiran Desai
Designated Partner
FCS10056| CP No: 12924
UDIN: F010056C000517123

Annexure: A
CERTIFICATE OF NON-DISQUALIFICATION OF DIRECTORS
(Pursuant to Regulation 34(3) and Schedule V Para C clause (10) (i) of the SEBI
(Listing Obligations and Disclosure Requirements) Regulations, 2015)

To,
The Members of GOKAK TEXTILES LIMITED
 #1, 2nd Floor, 12th Cross Ideal Homes,
 Near Jayanna Circle, Rajarajeshwari Nagar
 Bangalore-560098

We have examined the relevant registers, records, forms, returns and disclosures received from the Directors of Gokak Textiles Limited having CIN L17116KA2006PLC038839 and having registered office at #1, 2nd Floor, 12th Cross Ideal Homes, Near Jayanna Circle, Rajarajeshwari Nagar, Bangalore-560098 (hereinafter referred to as 'the Company'), produced before us by the Company for the purpose of issuing this Certificate, in accordance with Regulation 34(3) read with Schedule V Para-C Sub clause 10 (i) of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

In our opinion and to the best of our information and according to the verifications (including Directors Identification Number (DIN) status at the portal www.mca.gov.in) as considered necessary and explanations furnished to us by the Company & its officers, We hereby certify that none of the Directors on the Board of the Company as stated below for the Financial Year ending on 31st March, 2021 have been debarred or disqualified from being appointed or continuing as Directors of companies by the Securities and Exchange Board of India, Ministry of Corporate Affairs, or any such other Statutory Authority.

Sr. No.	Name of the Director	DIN	Date of Appointment in the company
1	Pradip Narotam Kapadia	00078673	12/09/2008
2	Govinda Prasad Dasu	00160408	28/05/2012
3	Nikhil Jaysinh Bhatia	00414281	22/05/2019
4	Vinod Bhandawat	02873571	15/01/2021
5	Ramesh Ramrao Patil	07568951	18/07/2016
6	Tripti Jagdish Navani	08190106	01/08/2018

Mr. Vinod Bhandawat (DIN: 02873571) appointed as an additional director of the company with effective from 15th January, 2021.

Ensuring the eligibility of for the appointment / continuity of every Director on the Board is the responsibility of the management of the Company. Our responsibility is to express an opinion on these based on our verification. This certificate is neither an assurance as to the future viability of the Company nor of the efficiency or effectiveness with which the management has conducted the affairs of the Company.

Place: Bangalore
 Date: 25th June, 2021

For **KDSH & Associates LLP**
 Kiran Desai
Designated Partner
FCS10056| CP No: 12924
UDIN: F010056C000517123

**STANDALONE AND CONSOLIDATED
FINANCIAL STATEMENTS FORMING PART OF
ANNUAL REPORT OF
GOKAK TEXTILES LIMITED
FOR THE YEAR ENDED MARCH 31, 2021**

INDEPENDENT AUDITOR'S REPORT

To the Members of Gokak Textiles Limited

Report on the Audit of the Standalone Financial Statements

Opinion

We have audited the accompanying standalone financial statements of **Gokak Textiles Limited** ("the Company"), which comprise the Balance Sheet as at March 31, 2021, the Statement of Profit and Loss (including Other Comprehensive Income), the Statement of Changes in Equity and the Statement of Cash Flows for the year ended on that date, and a summary of the significant accounting policies and other explanatory information (hereinafter referred to as "the standalone financial statements").

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid standalone financial statements give the information required by the Companies Act, 2013 ("the Act") in the manner so required and give a true and fair view in conformity with the Indian Accounting Standards prescribed under section 133 of the Act read with the Companies (Indian Accounting Standards) Rules, 2015, as amended, ("Ind AS") and other accounting principles generally accepted in India, of the state of affairs of the Company as at March 31, 2021, the Loss (including other comprehensive income), changes in equity and its cash flows for the year ended on that date.

Basis for Opinion

We conducted our audit of the standalone financial statements in accordance with the Standards on Auditing specified under section 143(10) of the Act (SAs). Our responsibilities under those Standards are further described in the Auditor's Responsibilities for the Audit of the Standalone Financial Statements section of our report. We are independent of the Company in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India (ICAI) together with the independence requirements that are relevant to our audit of the standalone financial statements under the provisions of the Act and the Rules made thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the ICAI's Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the standalone financial statements.

Key Audit Matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the standalone financial statements of the current period. These matters were addressed in the context of our audit of the standalone financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters. We have determined the matters described below to be the key audit matters to be communicated in our report.

i. Provisions for Contingencies and Litigations and disclosure of Contingent liabilities

Description of Key Audit Matter:

At March 31, 2021, the Company held provisions of ₹ 845.35 lakhs in respect of legal claims and has disclosed total contingent liabilities of ₹ 10,189.91 lakhs. These provisions are based on judgements and accounting estimates made by management in determining the likelihood and magnitude of claims. Accordingly, unexpected adverse outcomes could significantly impact the Company's reported loss and balance sheet position.

Refer Note 44, Note 47 and Note 2(n) of financial statements and accounting policies for contingent liabilities, provisions, accounting policies and related disclosures.

How the matter was addressed in our audit:

- We evaluated the design and tested the operating effectiveness of controls in respect of the determination of the provisions. We determined that the operation of the controls provided us with evidence over the completeness, accuracy and valuation of the provisions.

- We read the summary of litigation matters provided by management and held discussions with the management and their legal counsels. We requested legal letters from some of the Company's external legal advisors with respect to the matters included in the aforesaid disclosures. Where appropriate, we examined correspondence connected with the cases.
- For litigation provisions, we tested the calculation of the provisions, assessed the assumptions against third party data, where available and assessed the estimates against historical trends.
- We considered management's judgements on the level of provisioning and disclosures in respect of the aforesaid matters, which we considered to be appropriate.

ii. Going Concern Assessment

Description of Key Audit Matter:

During the year, the Company incurred loss before tax (including other comprehensive income) of ₹ 3712.07 lakhs and has accumulated losses of ₹ 30,018.86 lakhs as on March 31, 2021. Further the Company's net worth has been fully eroded as at March 31, 2021. These conditions indicate requirement of assessment of the Company's ability to continue as a going concern.

The Company's financial statements have been prepared on a going concern basis on the reporting date, based on the reasons stated in Note 49 of the financial statements.

How the matter was addressed in our audit:

- We evaluated the appropriateness of management's use of going concern basis of accounting in the preparation of financial statements in accordance with Standard on Auditing issued by ICAI in this regard.
- We evaluated the management's plans for future actions in relation to its going concern assessment, to assess whether the outcome of those plans is likely to improve the situation and whether management's plans are feasible in the circumstances.
- We assessed the possible mitigating actions identified by management in the event that actual cash flows are below forecast.
- We discussed and obtained a written letter from the holding company indicating its intention and ability to support the Company's financial and operating requirements through infusion of additional capital as and when necessary.

iii. Impairment testing of investment in subsidiary:

Description of Key Audit Matter:

The Company has investment of ₹ 2,499.00 lakhs in the equity shares of Gokak Power & Energy Limited ('GPEL') which represents 51% of its equity capital. GPEL is engaged in the business of generation and distribution of hydro power and significant portion of power generated by GPEL is used by the Company for its textile factory.

Investments in subsidiaries are valued at cost adjusted for impairment losses, if any. In line with "Ind AS 36 Impairment of assets", in the presence of an impairment indicator, the Company carries out an impairment test by comparing the recoverable amount of the investments, determined according to the value in use method and their carrying amount. GPEL has accumulated losses of ₹ 2788.36 lakhs as on March 31, 2021 which indicates that the investment in GPEL may be impaired and requires impairment testing.

The valuation process adopted by management is complex and is based on a series of assumptions, such as the forecast cash flows, the appropriate discounting rate (WACC) and the long-term growth rate. These assumptions are, by nature, influenced by future expectations regarding the evolution of external market conditions. Based on the impairment test carried out by the management, it was concluded that impairment is not necessary.

How the matter was addressed in our audit:

We analysed the methods and assumptions applied by management to carry out the impairment test through following procedures:

- identification and understanding of the significant controls implemented by the Company over the impairment testing process;
- analysis of the reasonableness of the principal assumptions made to estimate their cash flows by obtaining information from management that we deemed to be significant;
- We also examined the adequacy of the information provided by the Company about the impairment test and its consistency with the requirements of Ind AS 36.
- analysis of actual data of the year and previous years in comparison with the original plan, in order to assess the nature of variances and the reliability of the planning process;
- assessment of the reasonableness of the discount rate (WACC) and the long-term growth rate;
- verification that the carrying amount of the investment was determined properly and comparison with the value in use resulting from the impairment test.

Information Other than the Standalone Financial Statements and Auditor's Report Thereon

The Company's Board of Directors is responsible for the preparation of the other information. The other information comprises the information included in the Management Discussion and Analysis, Board's Report including Annexures to Board's Report, Business Responsibility Report, Corporate Governance and Shareholder's Information, but does not include the standalone financial statements and our auditor's report thereon.

Our opinion on the standalone financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the standalone financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the standalone financial statements or our knowledge obtained during the course of our audit or otherwise appears to be materially misstated.

If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

Management's Responsibility for the Financial Statements

The Company's Board of Directors is responsible for the matters stated in section 134(5) of the Act with respect to the preparation of these standalone financial statements that give a true and fair view of the financial position, financial performance, total comprehensive income, changes in equity and cash flows of the Company in accordance with the Ind AS and other accounting principles generally accepted in India. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the standalone financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

In preparing the standalone financial statements, management is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

The Board of Directors are responsible for overseeing the Company's financial reporting process.

Auditor's Responsibilities for the Audit of the Financial Statements

Our objectives are to obtain reasonable assurance about whether the standalone financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these standalone financial statements.

As part of an audit in accordance with SAs, we exercise professional judgment and maintain professional scepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the standalone financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal financial controls relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Act, we are also responsible for expressing our opinion on whether the Company has adequate internal financial controls system in place and the operating effectiveness of such controls.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the standalone financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the standalone financial statements, including the disclosures, and whether the standalone financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

Materiality is the magnitude of misstatements in the standalone financial statements that, individually or in aggregate, makes it probable that the economic decisions of a reasonably knowledgeable user of the financial statements may be influenced. We consider quantitative materiality and qualitative factors in (i) planning the scope of our audit work and in evaluating the results of our work; and (ii) to evaluate the effect of any identified misstatements in the financial statements.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the standalone financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2016 ("the Order") issued by the Central Government in terms of Section 143(11) of the Act, we give in "Annexure A" a statement on the matters specified in paragraphs 3 and 4 of the Order.
2. As required by Section 143(3) of the Act, based on our audit we report that:
 - a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.
 - b) In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books.
 - c) The Balance Sheet, the Statement of Profit and Loss including Other Comprehensive Income, Statement of Changes in Equity and the Statement of Cash Flow dealt with by this Report are in agreement with the relevant books of account.
 - d) In our opinion, the aforesaid standalone financial statements comply with the Ind AS specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.
 - e) On the basis of the written representations received from the directors as on 31 March, 2021 taken on record by the Board of Directors, none of the directors is disqualified as on 31 March 2021 from being appointed as a director in terms of Section 164 (2) of the Act.
 - f) With respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate Report in "Annexure B". Our report expresses an unmodified opinion on the adequacy and operating effectiveness of the Company's internal financial controls over financial reporting.
 - g) With respect to the other matters to be included in the Auditor's Report in accordance with the requirements of section 197(16) of the Act, as amended:

In our opinion and to the best of our information and according to the explanations given to us, the remuneration paid by the Company to its director during the year is in accordance with the provisions of section 197 of the Act.
 - h) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, as amended in our opinion and to the best of our information and according to the explanations given to us:
 - i. The Company has disclosed the impact of pending litigations on its financial position in its standalone financial statements. (refer Note 44 of the financial statements)
 - ii. The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses.
 - iii. There are no amounts required to be transferred to the Investor Education and Protection Fund by the Company.

For BATLIBOI & PUROHIT
Chartered Accountants
ICAI Firm Reg. No.101048W

Kaushal Mehta
Partner
Membership No.111749
ICAI UDIN: 20111749AAAACN3491

Place : Mumbai
Date : 28 June 2021

Annexure - A to the Auditors' Report

(referred to in paragraph 1 under 'Report on Other Legal and regulatory requirements' section of our report to the members of **Gokak Textiles Ltd** of even date)

- i. a) The Company has maintained proper records showing full particulars, including quantitative details and situation of Fixed Assets.
- b) As informed to us, the Company has a program for physical verification of fixed assets by which all fixed assets are verified in a phased manner over a period of three years. In our opinion the periodicity of physical verification is reasonable having regard to the size of the Company and the nature of its assets. Pursuant to the program certain fixed assets have been verified by the Management and we were informed that no material discrepancies were noticed on such verification.
- c) Based on the information and explanations given to us and on the basis of examination of the records of the Company the title deeds of immovable properties are held in the name of the Company, except :

Sr. No.	Nature of Asset	No. of Cases	Whether Leasehold / Freehold	Gross Block as on March 31, 2021	Net Block as on March 31, 2020 ₹ in lakh	Remarks
1.	Land	1	Freehold	11.35	11.35	The title deeds of the property are in the name of erstwhile entities (Mills Division). As per the government records, some portion of the land is neither in the name of the Company nor in the name of erstwhile entities.
2.	Land	1	Freehold	11.10	11.10	The title deeds of the properties are in the name of erstwhile entity (Garment Division).
3.	Land	1	Leasehold	1.50	Nil	The lease deed of the land is in the name of erstwhile entity (Mills Division).
4.	Building	1	owned	7.78	3.69	The title deeds of all the properties are in the name of erstwhile entity (Mills Division).

- ii. The management has conducted physical verification of inventory at reasonable intervals during the year. In our opinion the frequency of such verification is reasonable. Discrepancies noticed on physical verification of inventories were not material.
- iii. The Company has not granted loans, secured or unsecured to bodies corporate, Firms, Limited Liability Partnerships covered in the register maintained under section 189 of the Companies Act, 2013 ('the Act') Accordingly paragraph 3(iii) of the order is not applicable to the company.
- iv. In our opinion and according to the information and explanation given to us there are no loans, investments, guarantees and securities given during the year in respect of which provisions of section 185 and 186 of the Act, are applicable and hence not commented upon.
- v. The Company has not accepted any deposits from the public and hence the directives issued by the Reserve Bank of India and the provisions of Section 73 to 76 or any other relevant provisions of the Companies Act and the Rules framed are not applicable.

- vi. The maintenance of cost records has been specified by the Central Government under Section 148(1) of the Act. We have broadly reviewed the books of account maintained by the Company pursuant to the Rules made by the Central Government for the maintenance of cost records under section 148 of the Act, and are of the opinion that prima facie, the prescribed accounts and records have been made and maintained.
- vii. a) According to the information and explanations given to us and on the basis of our examination of the records, the Company is generally regular in depositing undisputed statutory dues including provident fund, income-tax, duty of customs, employees' state insurance, Goods and service tax, professional tax, cess and other material statutory dues to the appropriate authorities.

According to the information and explanations given to us, there were no undisputed amounts payable in respect of provident fund, employees' state insurance, income-tax, Goods and service tax, duty of customs, professional tax, cess and other material statutory dues in arrears as at March 31, 2021 for a period of more than six months from the date they became payable.

According to the information and explanations given to us by the Company and on the basis of our examination of the books of account and the record, there are no dues of Income Tax, Sales Tax, Service Tax, Goods and Service Tax, Duty of Customs, Duty of Excise and Value added tax outstanding on account of any dispute, other than those mentioned below:

Name of Statute	Amount (₹ in lakh)	Period to which the amount relates	Forum where dispute is pending
The Karnataka Special Tax on Entry of Certain Goods Act, 2004	114.58	October 2004 to March 2007	High Court of Karnataka, Bangalore
The Excise Duty Act, 1944	32.62	2004-05 and 2005-06	The Central Excise and Service Tax Appellate Tribunal, Mangalore
The Excise Duty Act, 1944	110.38	December 2004 to May 2005	The Supreme Court of India
Income Tax Act, 1961	3.99	A.Y. 2013-14	Dy. Commissioner of Income tax

- viii. Based on our audit procedures and as per the information and explanations given by the management, we are of the opinion that the Company has not defaulted in repayment of loans to banks during the year. There were no dues to financial institutions, Government or debenture holders.
- ix. The Company has not raised money through initial public offer or further public offer (including debt instruments) or term loans during the year. Accordingly, paragraph 3(ix) of the Order is not applicable to the Company.
- x. According to the information and explanations given to us, no material fraud by the Company or on the Company by its officers or employees has been noticed or reported during the course of our audit.
- xi. The company has paid/ provided for managerial remuneration in accordance with requisite approvals mandated by the provisions of Section 197 read with Schedule V to the Act.
- xii. In our opinion and according to the information and explanations given to us, the Company is not a Nidhi Company. Accordingly, paragraph 3(xii) of the Order is not applicable.
- xiii. According to the information and explanations given to us and based on our examination of the records of the Company, transactions with the Related Parties are in compliance with sections 177 and 188 of the Act where applicable and details of such transactions have been disclosed in the standalone Ind AS Financial Statements as required by the applicable Indian Accounting Standards.

- xiv. According to the information and explanations given to us and based on our examination of the records of the Company, the Company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures during the year.
- xv. According to the information and explanations given to us and based on our examination of the records of the Company, the Company has not entered into non-cash transactions with directors or persons connected with them. Hence, the provisions of section 192 of the Act are not applicable.
- xvi. The Company is not required to be registered under section 45-IA of the Reserve Bank of India Act 1934.

For BATLIBOI & PUROHIT

Chartered Accountants
Firm Reg. No.: 101048W

Kaushal Mehta

Partner
Membership No: 111749
ICAI UDIN: 20111749AAAACN3491

Place : Mumbai
Date : 28 June 2021

Annexure - B to the Auditors' Report

(referred to in paragraph 2 under 'Report on Other Legal and regulatory requirements' section of our report to the members of the Company of even date)

Report on the Internal Financial Controls under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 ("the Act")

Opinion

We have audited the internal financial controls over financial reporting with reference to the financial statements of Gokak Textiles Limited ("the Company") as of March 31, 2021 in conjunction with our audit of the financial statements of the Company for the year ended on that date.

In our opinion, the Company has, in all material respects, adequate internal financial controls over financial reporting with reference to these financial statements and such internal financial controls over financial reporting with reference to these financial statements were operating effectively as at March 31, 2021, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

Management's Responsibility for Internal Financial Controls

The Company's management is responsible for establishing and maintaining Internal Financial Controls based on the Internal Control over Financial Reporting criteria established by the Company considering the essential components of Internal Control stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting issued by the Institute of Chartered Accountants of India ('ICAI'). These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

Auditors' Responsibility

Our responsibility is to express an opinion on the Company's Internal Financial Controls over Financial Reporting based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls over Financial Reporting (the "Guidance Note") and the Standards on Auditing, issued by ICAI and deemed to be prescribed under section 143(10) of the Companies Act, 2013, to the extent applicable to an Audit of Internal Financial Controls, both applicable to an Audit of Internal Financial Controls and, both issued by the Institute of Chartered Accountants of India. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain Reasonable Assurance about whether adequate Internal Financial Controls over Financial Reporting was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the Internal Financial Controls system over Financial Reporting and their operating effectiveness. Our audit of Internal Financial Controls over Financial Reporting included obtaining an understanding of Internal Financial Controls over Financial Reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of Internal Control based on the assessed risk. The procedures selected depend on the Auditor's Judgment, including the assessment of the risks of material misstatement of the Ind AS Financial Statements, whether due to fraud or error.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Company's Internal Financial Controls system over Financial Reporting.

Meaning of Internal Financial Controls over Financial Reporting

A company's Internal Financial Control over Financial Reporting is a process designed to provide reasonable assurance regarding the reliability of Financial Reporting and the preparation of Financial Statements for external purposes in accordance with generally accepted Accounting Principles. A company's Internal Financial Control over Financial Reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of Financial Statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorisations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorised acquisition, use, or disposition of the company's assets that could have a material effect on the Financial Statements.

Inherent Limitations of Internal Financial Controls Over Financial Reporting

Because of the inherent limitations of internal financial controls over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls over financial reporting to future periods are subject to the risk that the internal financial control over financial reporting may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

For BATLIBOI & PUROHIT

Chartered Accountants

Firm Reg. No.: 101048W

Kaushal Mehta

Partner

Membership No: 111749

ICAI UDIN: 20111749AAAACN3491

Place : Mumbai

Date : 28 June 2021

GOKAK TEXTILES LIMITED
BALANCE SHEET AS AT MARCH 31, 2021

Particulars	Note No.	As at March 31, 2021 ₹ in Lakhs	As at March 31, 2020 ₹ in Lakhs
Assets			
1 Non-current assets			
a) Property, Plant and Equipment	3	6,143.15	6,770.01
b) Capital work-in-progress		-	0.39
c) Right of use Assets	3A	12.18	19.72
d) Investment Property	4	11.35	11.35
e) Intangible assets	5	7.01	7.47
		6,173.69	6,808.94
f) Financial Assets:			
i) Investments			
a) Investments in Subsidiary	6	2,499.00	2,499.00
b) Other Investments	6	0.03	0.03
		2,499.03	2,499.03
ii) Other financial assets			
	8A	243.35	137.19
		2,742.38	2,636.22
g) Tax assets			
i) Deferred tax assets (net)			
	19	-	-
ii) Income tax assets (net)			
	22	68.42	87.88
		68.42	87.88
h) Other non-current assets			
	11A	628.44	925.21
		9,612.93	10,458.25
Total Non-current assets			
2 Current assets			
a) Inventories	9	1,837.33	2,009.94
b) Financial Assets:			
i) Trade receivables			
	7	516.63	596.09
ii) Cash and cash equivalents			
	10A	338.25	263.06
iii) Bank balances other than (ii) above			
	10B	2.77	2.68
iv) Other financial assets			
	8B	294.96	515.97
		1,152.61	1,377.80
c) Other current assets			
	11B	69.40	69.84
d) Assets classified as held for sale			
	12	17.60	17.60
		3,076.94	3,475.18
Total Current assets			
Total Assets			
12,689.87			
13,933.43			
Equity and Liabilities			
Equity			
a) Equity share capital			
	13	649.93	649.93
b) Other equity			
	14	(7,441.31)	(3,729.23)
		(6,791.38)	(3,079.30)
Total Equity			
Liabilities			
1 Non-current liabilities			
a) Financial liabilities:			
i) Borrowings			
	15	13,791.75	12,115.34
ii) Lease Liabilities			
		15.42	19.23
		13,807.17	12,134.57

Particulars	Note No.	As at March 31, 2021 ₹ in Lakhs	As at March 31, 2020 ₹ in Lakhs
b) Provisions	18A	1,438.67	1,316.80
Total Non-current liabilities		15,245.84	13,451.37
2 Current liabilities			
a) Financial liabilities:			
i) Lease Liabilities	21	3.81	7.45
ii) Trade Payables:			
- dues to Micro and Small Enterprises		21.44	12.43
-dues to other Creditors		3,401.03	2,841.67
iv) Other financial liabilities	17	564.71	628.02
		3,990.99	3,489.57
b) Provisions	18B	150.17	16.67
c) Other current liabilities	20	94.25	55.12
Total Current Liabilities		4,235.41	3,561.36
Total Liabilities		19,481.25	17,012.73
Total Equity and Liabilities		12,689.87	13,933.43

See accompanying notes forming part of the financial statements **1 to 52**

As per our report of even date

For BATLIBOI & PUROHIT

Chartered Accountants
Firm Reg No. 101048W

Kaushal Mehta

Partner
Membership No. 111749

Place: Mumbai
Date: June 28, 2021

Vipan Kumar Sharma
Chief Financial Officer

Rakesh M. Nanwani
Company Secretary
Membership No. A45718

For and on behalf of the Board of Directors

Vinod Bhandawat

Chairman
(DIN: 02873571)

Ramesh R. Patil

CEO & Managing Director
(DIN: 07568951)

Place: Mumbai
Date: June 28, 2021

GOKAK TEXTILES LIMITED
STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED MARCH 31, 2021

Particulars		Note No.	Year ended March 31, 2021 ₹ in Lakhs	Year ended March 31, 2020 ₹ in Lakhs
I	Revenue from operations	23	10,670.66	9,821.96
II	Other income	24	236.69	394.45
III	Total Income		10,907.35	10,216.41
IV	Expenses:			
	Cost of materials consumed	25	6,630.41	6,357.98
	Changes in inventories of finished goods and work-in-progress	26	145.37	467.32
	Employee benefits expense	27	3,206.67	2,901.32
	Finance costs	28	1,336.36	1,155.68
	Depreciation and amortisation expense	29	605.54	606.75
	Other expenses	30	2,670.23	3,186.16
	Total expenses		14,594.58	14,675.21
V	Profit / (Loss) before exceptional items and tax		(3,687.23)	(4,458.80)
VI	Exceptional items		-	-
VII	Profit / (Loss) before tax		(3,687.23)	(4,458.80)
VIII	Tax expense:			
	(a) Current tax		-	-
	(b) Deferred tax		-	-
IX	Profit / (Loss) for the year		(3,687.23)	(4,458.80)
X	Other Comprehensive Income			
	Items that will not be reclassified to profit or loss			
	(a) Remeasurement of the defined benefit plans		(24.84)	(18.72)
	Items that will be reclassified to profit or loss		-	-
	Other Comprehensive Income		(24.84)	(18.72)
XI	Total Comprehensive Income for the year		(3,712.07)	(4,477.52)
XII	Earning per equity share : (Face value of ₹ 10)	31		
	Basic and diluted earnings per equity share		₹ (56.73)	₹ (68.60)

See accompanying notes forming part of the financial statements 1 to 52

As per our report of even date

For BATLIBOI & PUROHIT

Chartered Accountants
Firm Reg No. 101048W

Kaushal Mehta

Partner
Membership No. 111749

Place: Mumbai
Date: June 28, 2021

Vipan Kumar Sharma
Chief Financial Officer

Rakesh M. Nanwani
Company Secretary
Membership No. A45718

For and on behalf of the Board of Directors

Vinod Bhandawat

Chairman
(DIN: 02873571)

Ramesh R. Patil

CEO & Managing Director
(DIN: 07568951)

Place: Mumbai
Date: June 28, 2021

GOKAK TEXTILES LIMITED
STATEMENT OF CASH FLOWS FOR THE YEAR ENDED MARCH 31, 2021

	Year ended March 31, 2021 ₹ in lakh	Year ended March 31, 2020 ₹ in lakh
A. CASH FLOW FROM OPERATING ACTIVITIES		
Profit / (Loss) before tax	(3,687.23)	(4,458.80)
Adjustments for:		
Depreciation and amortisation	605.54	606.75
Interest income	(17.86)	(20.82)
Finance cost	1,336.36	1,155.68
Net Loss / (Profit) on sale of fixed assets	(63.65)	(227.40)
Foreign Exchnage (gain)/ losses	(0.02)	0.72
Credit balances / excess provision written back	(18.07)	(24.00)
Dividend Income	-	(0.01)
Provision for Doubtful Debts (net of recoveries)	2.40	17.85
Balances written off	1.87	14.18
Provision for Doubtful Advances	6.81	96.31
Operating loss before working capital changes	(1,833.85)	(2,839.54)
Adjustments for :		
(Increase)/ Decrease in Inventories	172.61	462.27
(Increase)/ Decrease in Trade and Receivables	75.21	253.78
(Increase)/ Decrease in Other Financial Assets	124.88	(36.20)
(Increase)/ Decrease in Other Assest	290.42	213.86
Increase/ (Decrease) in Trade payables	586.44	(132.03)
Increase/ (Decrease) in Other Financial Liabilities	(63.31)	30.42
Increase/ (Decrease) in Other Liabilities	(18.45)	(17.65)
Increase/ (Decrease) in Provisions	183.74	136.18
Cash generated from operations	(482.31)	(1,928.91)
Direct Taxes (paid) / refund	19.45	(23.31)
Net cash flows from operating activities	(462.86)	(1,952.22)
B. CASH FLOW FROM INVESTING ACTIVITIES		
Purchase of fixed assets including CWIP	(32.93)	(31.49)
Sale of Fixed Assets	126.27	282.21
Net Movement in bank balance not considered as cash and cash equivalents	(0.09)	1.32
Interest received	7.82	20.82
Dividend Received	-	0.01
Net cash flows from investing activities	101.08	272.87
C. CASH FLOW FROM FINANCING ACTIVITIES		
Proceeds / (repayment) of Borrowings (net)	450.00	2,789.82
Payment of lease liabilities	(10.04)	(8.21)
Interest paid	(2.99)	(859.28)
Net cash flows from financing activities	436.97	1,922.33
NET INCREASE/(DECREASE) IN CASH & CASH EQUIVALENTS	75.19	242.98
Cash and Cash equivalents at the beginning of the year	263.06	20.08
Cash and Cash equivalents at the end of the year	338.25	263.06
D. COMPONENTS OF CASH AND CASH EQUIVALENTS		
Cash on Hand	2.84	2.40
Balances with banks:		
- In current accounts	335.41	260.66
	338.25	263.06

Particulars	As at April 1, 2020	Net Cash inflow/ (outflow)	Non cash movement (Interest Accrued)	As at March 31, 2021
Long Term Borrowings (including current maturities)	9,271.55	450.00	906.36	10,627.91
Debt component of preference shares	2,843.79	-	320.05	3,163.84

Notes

- 1 The Cash Flow statement has been prepared following the indirect method specified under Ind AS 7 - Statement of Cash Flows.
- 2 Figures in brackets indicate cash outflow.
- 3 Previous year's figures have been rearranged / regrouped wherever necessary.

As per our report of even date**For BATLIBOI & PUROHIT**

Chartered Accountants
Firm Reg No. 101048W

Kaushal Mehta

Partner
Membership No. 111749

Place: Mumbai
Date: June 28, 2021

Vipan Kumar Sharma
Chief Financial Officer

Rakesh M. Nanwani
Company Secretary
Membership No. A45718

For and on behalf of the Board of Directors**Vinod Bhandawat**

Chairman
(DIN: 02873571)

Ramesh R. Patil

CEO & Managing Director
(DIN: 07568951)

Place: Mumbai
Date: June 28, 2021

GOKAK TEXTILES LIMITED
Statement of changes in equity for the year ended March 31, 2021

(₹ in Lakhs)

Statement of changes in equity for the year ended March 31, 2021		Amount
a. Equity share capital		
Balance as at April 1, 2019		649.93
Changes in equity share capital during the year		-
Balance as at March 31, 2020		649.93
Changes in equity share capital during the year		-
Balance as at March 31, 2021		649.93

(₹ in Lakhs)

Statement of changes in equity for the year ended March 31, 2021

b. Other equity	Equity Components of Compound Financial Instruments	Reserves and surplus			Total Equity Attributable to the Equity Holders of the Company
		General reserve	Retained earnings	Total	
Balance at April 01, 2019	15,417.23	7,160.32	(21,821.74)	(14,661.42)	755.81
Profit for the year	-	-	(4,458.80)	(4,458.80)	(4,458.80)
Remeasurement of the net defined benefit liability/asset, net of income tax	-	-	(18.72)	(18.72)	(18.72)
Total comprehensive income for the year	-	-	(4,477.52)	(4,477.52)	(4,477.52)
IND AS 116 lease transition adjustment	-	-	(7.53)	(7.53)	(7.53)
Balance at March 31, 2020	15,417.23	7,160.32	(26,306.79)	(19,146.47)	(3,729.23)
Profit for the year	-	-	(3,687.23)	(3,687.23)	(3,687.23)
Remeasurement of the net defined benefit liability/asset, net of income tax	-	-	(24.84)	(24.84)	(24.84)
Total comprehensive income for the year	-	-	(3,712.07)	(3,712.07)	(3,712.07)
Balance at March 31, 2021	15,417.23	7,160.32	(30,018.86)	(22,858.54)	(7,441.31)

As per our report of even date

For BATLIBOI & PUROHIT

Chartered Accountants
Firm Reg No. 101048W

Kaushal Mehta

Partner
Membership No. 111749

Place: Mumbai
Date: June 28, 2021

Vipan Kumar Sharma
Chief Financial Officer

Rakesh M. Nanwani
Company Secretary
Membership No. A45718

For and on behalf of the Board of Directors

Vinod Bhandawat

Chairman
(DIN: 02873571)

Ramesh R. Patil

CEO & Managing Director
(DIN: 07568951)

Place: Mumbai
Date: June 28, 2021

GOKAK TEXTILES LIMITED
NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2021

1 Corporate Information

The Company was incorporated under the Companies Act, 1956 under the name of ANS Textiles (Bangalore) Limited on March 27, 2006. The name was changed to Gokak Textiles Limited, with effect from January 23, 2007. As per the scheme of arrangement under the Companies Act, 1956, the Textile Division of erstwhile Forbes Gokak Limited (now known as Forbes & Company Limited) was transferred to Gokak Textiles Limited with effect from April 1, 2007. The Company is in the business of textile, manufacturing cotton yarn, blended yarn, industrial fabrics, terry towels, t-shirts, polos, undergarments, etc.

2 Significant Accounting Policies

(a) Statement of Compliance :

These separate financial statements have been prepared in accordance with the Indian Accounting Standards (hereinafter referred to as the 'Ind AS') as notified by Ministry of Corporate Affairs pursuant to section 133 of the Companies Act, 2013 ('Act') read with the Companies (Indian Accounting Standards) Rules, 2015 as amended and other relevant provisions of the Act (to the extent notified). and on accrual basis.

The separate financial statements are presented in addition to the consolidated financial statements presented by the Company.

(b) Basis of Preparation and presentation :

- i. All assets and liabilities have been classified as current or non-current as per the Company's normal operating cycle and other criteria set out in the Schedule III to the Companies Act, 2013. Based on the nature of products/ activities of the Company and the normal time between acquisition of assets for processing and their realisation in cash and cash equivalents, the Company has ascertained its operating cycle as 12 months for the purpose of classification of its assets and liabilities as current and non current .
- ii. The financial statements have been prepared on a historical cost basis, except for the following:
 - (a) Certain financial assets and liabilities that are measured at fair value;
 - (b) Non-current assets held for sale - measured as lower of carrying value or fair value less cost to sale;
 - (c) Defined benefit plans - plan assets measured at fair value. "
- iii. All amounts disclosed in the financial statements and notes have been shown in lakh as per the requirement of Schedule III to the Companies Act, 2013, unless otherwise stated.

(c) Use of estimates

The preparation of the financial statements in conformity with Ind AS requires the Management to make estimates and assumptions considered in the reported amounts of assets and liabilities (including contingent liabilities) and the reported income and expenses during the year. The Management believes that the estimates used in preparation of the financial statements are prudent and reasonable. Future results could differ due to these estimates and the differences between the actual results and the estimates are recognised in the periods in which the results are known/ materialise.

NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2021 - Continued

Assumptions and estimations of uncertainties

Information about assumptions and estimations of uncertainties that have a significant risk of resulting in a material adjustment in the year ending 31 March 2021 is included in the following notes:

- Note 19 and Note 2(p) - recognition of deferred tax assets: availability of future taxable profit against which tax losses carried forward can be used;
- Note 33 - measurement of defined benefit obligations: key actuarial assumptions;
- Note 2(d) - useful life of property, plant and equipment;
- Note 2(h) - Financial Instruments.”

(d) Property, plant and equipment:

Property, plant and equipment is stated at acquisition cost net of accumulated depreciation and accumulated impairment losses, if any. Freehold land is carried at cost and not depreciated . The cost comprises purchase price (excluding refundable taxes), borrowing costs if capitalization criteria are met and directly attributable cost of bringing the asset to its working condition for the intended use.

Depreciation on property, plant and equipment has been provided on straight line method as per the useful life prescribed in Schedule II to the Companies Act 2013. Cost of leasehold land is amortised over the period of lease.

Sr. No.	Particulars	Useful Life In years
1	Factory Building & Structures	3 to 60 years
2	Residential Buildings	30 to 60 years
3	Plant & Machinery	10 to 30 years
4	Furniture, fixture	10 years
5	Office Equipment	3 to 15 years
6	Motor Vehicles	8 to 10 years

(e) Intangible Assets:

Intangible assets are stated at cost less accumulated amortisation and impairment, if any. Intangible assets are amortized over the estimated useful life of respective intangible assets on a straight line basis, from the date they are available for use.

The useful lives of intangible assets are assessed as either finite or indefinite. Finite-life intangible assets are amortised on a straight-line basis over the period of their expected useful lives. Estimated useful lives by major class of finite-life intangible assets are as follows:

Computer Software - 6 Years

(f) Investment property :

Investment properties are properties held to earn rentals and/or for capital appreciation (including property under construction for such purposes). Investment properties are measured initially at cost, including transaction costs. Subsequent to initial recognition, investment properties are measured in accordance with Ind AS 16's requirements for cost model.

An investment property is derecognised upon disposal or when the investment property is permanently withdrawn from use and no future economic benefits are expected from the disposal. Any gain or loss arising on derecognition of the property (calculated as the difference between the net disposal proceeds and the carrying amount of the asset) is included in the statement of profit or loss in the period in which the property is derecognised.

NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2021 - Continued**(g) Investments in Subsidiary :**

Investments in subsidiary are recognised at cost as per Ind AS 27.

(h) Financial instruments :

Financial assets and financial liabilities are recognised when the Company becomes a party to the contractual provisions of the instruments. Financial assets and financial liabilities are recognised at fair value on initial recognition, except for trade receivables which are initially measured at transaction price. Transaction costs that are directly attributable to the acquisition or issue of financial assets and financial liabilities (other than financial assets and financial liabilities at fair value through profit or loss) are added to or deducted from the fair value of the financial assets or financial liabilities, as appropriate, on initial recognition. Transaction costs directly attributable to the acquisition of financial assets or financial liabilities at fair value through profit or loss are recognised immediately in profit or loss.

Financial assets :

The Company classifies its financial assets in the following categories:

- (i) those to be measured subsequently at fair value (either through other comprehensive income or through the statement of profit and loss), and
- (ii) those measured at amortised cost

The classification depends on the Company's business model for managing the financial assets and the contractual terms of the cash flows.

Equity instruments: The Company measures its equity instruments (other than in subsidiaries) at fair value through profit and loss.

Impairment of financial asstes: The Company measures the expected credit loss associated with its assets based on historical trends, industrial practices and the business environment in which the entity operates or any other appropriate basis. The impairment methodology applied depends on whether there has been a significant increase in credit risk.

Financial liabilities and equity :**Classification as debt or equity**

Debt and equity instruments issued by a Company are classified as either financial liabilities or as equity in accordance with the substance of the contractual arrangements and the definitions of a financial liability and an equity instrument.

Financial liabilities

All financial liabilities are subsequently measured at amortised cost using the effective interest method or at fair value through profit or loss (FVTPL).

Financial liabilities that are not held-for-trading and are not designated as at FVTPL are measured at amortised cost at the end of subsequent accounting periods. The carrying amounts of financial liabilities that are subsequently measured at amortised cost are determined based on the effective interest method.

NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2021 - Continued

Equity

An equity is any contract that evidences a residual interest in the assets of an entity after deducting all of its liabilities. Equity instruments issued by a group entity are recognised at the proceeds received, net of direct issue costs.

(i) Inventories :

Inventories are valued at lower of cost and net realisable value. Cost is determined as follows:

Sr. No.	Particulars	Method of determining cost
1	Stores, Spares and Loose Tools	Weighted average for Mills unit and FIFO basis for Garment Division.
2	Raw Materials:	
	(i) Cotton and Other Fibers	Specific identification for Mills unit and FIFO basis for Garment Division.
	(ii) Others	Weighted average
3	Stock-in-Process	Aggregate of material cost and production overheads and other attributable expenses up to stage of completion.
4	Finished Goods:	
	(i) Produced	Aggregate of material cost and production overheads.

Provision is made for the cost of obsolescence and other anticipated losses, wherever considered necessary.

(j) Borrowing Cost :

Borrowing costs that are directly attributable to the acquisition or construction of qualifying assets are capitalised for the period until the asset is ready for its intended use. Other borrowing costs are recognised as an expense in the period in which they are incurred.

(k) Revenue Recognition :

Revenue comprises revenue from contracts with customers for sale of goods. Revenue is recognised at an amount that reflects the consideration to which the Company expects to be entitled in exchange for transferring the goods or services to a customer i.e. on transfer of control of the goods or service to the customer. Revenue from sales of goods or rendering of services is net of Indirect taxes, returns and discounts. Accumulated experience is used to estimate the provision for such discounts and rebates. Revenue is only recognised to the extent that it is highly probable a significant reversal will not occur. Our customers have the contractual right to return goods only when authorised by the Company. An estimate is made of goods that will be returned and a liability is recognised for this amount using a best estimate based on accumulated experience.

Income from services rendered is recognised based on agreements/arrangements with the customers as the service is performed and there are no unfulfilled obligations.

Interest income is recognised using the effective interest rate (EIR) method.

(l) Manufacturing and Operating Expenses :

Manufacturing expenses and operating expenses are charged to revenue on accrual basis.

NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2021 - Continued**(m) Foreign Exchange Transactions :**

The functional currency of the Company is the Indian rupee. These financial statements are presented in Indian rupees. Foreign currency transactions are recorded at the exchange rate prevailing at the date of transaction. Monetary assets and liabilities related to foreign currency transactions remaining unsettled are translated at the year-end rate and difference in translation and realised gains and losses on foreign exchange transactions are recognised in the statement of profit and loss.

(n) Provisions and Contingent Liability :

A provision is recognised when enterprise has present obligation as a result of past event; it is probable that an outflow of resources will be required to settle the obligations, in respect of which a reliable estimate can be made. Provisions are determined based on best estimates required to settle the obligation at the balance sheet date. These are reviewed at each balance sheet date and adjusted to reflect the current best estimates. Contingent liabilities are disclosed in respect of possible obligations that arise from past events but their existence will be confirmed by the occurrence or non-occurrence of one or more uncertain future events not wholly within the control of the Company or where any present obligation can not be measured in terms of future outflow of resources or where a reliable estimate of the obligation can not be made.

(o) Grants :

Grants from the Government are recognised at their fair value where there is reasonable assurance that the grant will be received and the Company will comply with all attached conditions.

(p) Accounting for Taxes on Income :

Tax expense for the year comprises of current tax and deferred tax. Current Income Tax is measured at the amount expected to be paid to the tax authorities in accordance with Indian Income Tax Act. Deferred Tax Assets and Liabilities are measured using tax rates and tax laws that have been enacted / substantively enacted as on the balance sheet date. Deferred tax assets and liabilities are determined for all temporary timing difference arising between the taxable income and accounting income. Deferred tax assets are recognised for all deductible temporary differences and unused tax losses, only if it is probable that future taxable amounts will be available to utilise those temporary differences and losses. Deferred Tax Assets/Liabilities are reviewed for the appropriateness of their respective carrying values at each balance sheet date. Current and deferred tax is recognised in the statement of profit and loss, except to the extent that it related to the items recognised in other comprehensive income or directly in equity.

Minimum Alternate Tax (MAT) credit is recognized as an asset only when and to the extent there is convincing evidence that the Company will pay normal income tax during the specified period. The Company reviews the same at each Balance Sheet date and writes down the carrying amount of MAT credit entitlement to the extent there is no longer convincing evidence to the effect that Company will pay normal income tax during the specified period.

(q) Earnings per Share :

The Company reports basic and diluted earnings per equity share in accordance with IND AS 33, on Earnings Per Share. Basic earnings per equity share have been computed by dividing net profit after tax by the weighted average number of equity shares outstanding for the year. Diluted earnings per equity share have been computed using the weighted average number of equity shares and dilutive potential equity shares outstanding during the year.

NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2021 - Continued

(r) Impairment of non-financial assets :

The Company assesses at each Balance Sheet date whether there is any indication that an asset may be impaired. If any such condition exists, the Company estimates the recoverable amount of the assets. If the recoverable amount of such assets or recoverable amount of cash generating units to which the assets belongs is less than its carrying amount, the carrying amount is reduced to its recoverable amount. The reduction is treated as an impairment loss and is recognised in the statement of profit and loss. If at the Balance Sheet date there is an indication that if a previously assessed impairment loss no longer exists, the recoverable amount is reassessed and the asset is reflected at lower of historical cost or recoverable amount.

(s) Borrowings :

Borrowings are initially recognised at net of transaction costs incurred and measured at amortised cost. Any difference between the proceeds (net of transaction costs) and the redemption amount is recognised in the Statement of Profit and Loss over the period of the borrowings using the effective interest method. Preference shares, which are mandatorily redeemable on a specific date are classified as liabilities or equity or both as per the terms attached.

(t) Leases :

As a lessee

The Company has adopted modified retrospective approach under Ind AS 116 - Leases, with effect from April 01, 2019. Accordingly, the Company had recognised 'Right of use (ROU)' assets of ₹ 26.92 lakhs (including reclassification of leasehold land of Rs 1.50 lakhs), accumulated amortisation of ₹ 11.74 lakhs and present value of lease liabilities of ₹ 21.22 lakhs as on April 01, 2019. In the statement of profit and loss for the year, instead of rent expenses (as accounted under previous periods), amortisation of right of use has been accounted under depreciation and amortisation expenses and unwinding of discount on lease liabilities has been accounted under finance cost.

The Company's leases primarily consist of leases of land and office premises. The Company assesses whether a contract contains a lease, at inception of a contract. A contract is, or contains, a lease if the contract conveys the right to control the use of an identified asset for a period of time in exchange for consideration. At the date of commencement of the lease, the Company recognizes a ROU and a corresponding lease liability for all lease arrangements in which it is a lessee, except for leases with a term of twelve months or less (short-term leases) and low value leases. For these short-term and/or low value leases, the Company recognises the lease payments as an operating expense on a straight-line basis over the term of the lease. Certain lease arrangements includes the options to extend or terminate the lease before the end of the lease term. ROU assets and lease liabilities includes these options when it is reasonably certain that they will be exercised.

The ROU assets are initially recognized at cost, which comprises the initial amount of the lease liability adjusted for any lease payments made at or prior to the commencement date of the lease plus any initial direct costs less any lease incentives. They are subsequently measured at cost less accumulated depreciation and impairment losses. Currently, ROU assets are being amortised over a period based on lease term being lower of lease term and estimated useful life of underlying assets.

Lease liability and ROU asset have been separately presented in the Balance Sheet and lease payments have been classified as financing activities in statement of cash flows.

As a lessor

Lease income from operating leases where the Company is a lessor is recognized in income on a straight-line basis over the lease term unless the receipts are structured to increase in line with expected general inflation to compensate for the expected inflationary cost increases.

NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2021 - Continued**(u) Cash and cash equivalents :**

For the purpose of presentation in the statement of cash flows, Cash and cash equivalents are cash, balances with bank and short-term (three months or less from the date of placement), highly liquid investments that are readily convertible into cash and which are subject to an insignificant risk of changes in value.

(m) Cash flow statement

Cash flows are reported using the indirect method, whereby profit / (loss) for the year is adjusted for the effects of transactions of a non-cash nature, any deferrals or accruals of past or future operating cash receipts or payments and item of income or expenses associated with investing or financing cash flows. The cash flows from operating, investing and financing activities of the Company are segregated.

(v) Non-current assets held for sale :

Non-current assets are classified as held for sale if their carrying amount will be recovered principally through a sale transaction rather than through continuing use and a sale is considered highly probable. They are measured at the lower of their carrying amount and fair value less costs to sell, except for assets such as deferred tax assets, assets arising from employee benefits, financial assets and contractual rights under insurance contracts, which are specifically exempt from this requirement. Non-current assets are not depreciated or amortised while they are classified as held for sale.

(w) Employee Benefits :**Short-term Obligations :**

All employee benefits payable wholly within twelve months of rendering the service are classified as short term employee benefits. Benefits such as salaries, performance incentives, etc., are recognized as an expense at the undiscounted amount in the Statement of Profit and Loss of the year in which the employee renders the related service.

Other long-term employee benefit obligations

Long-term compensated absence of permanent employees is provided for on the basis of an actuarial valuation, using the projected unit credit method, as at the date of the Balance Sheet. Remeasurements as a result of experience adjustments and changes in actuarial assumptions are recognised in the Statement of Profit and Loss. Compensated absence of badli workers is provided on accrual basis.

Defined Contribution Plans:

Employee benefits in the form of Provident Fund and Superannuation are considered as defined contribution plan and the contributions are charged to the Statement of Profit and Loss of the year when the contributions to the respective funds are due.

Defined Benefit Plan

Retirements benefits in the form of Gratuity for eligible permanent employees is considered as defined benefit obligations and are provided on the basis of actuarial valuation, using the projected unit credit method. Gratuity of badli workers is determined on accrual basis. The present value of the defined benefit obligation is determined by discounting the estimated future cash outflows by reference to market yields at the end of the reporting period on government bonds that have terms approximating to the terms of the related obligation.

NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2021 - Continued

The net interest cost is calculated by applying the discount rate to the net balance of the defined benefit obligation and the fair value of plan assets. This cost is included in employee benefit expense in the statement of profit and loss. Remeasurements as a result of experience adjustments and changes in actuarial assumptions are recognised in the period in which they occur, directly in other comprehensive income.

(x) Recent accounting pronouncements

On July 24, 2020, the Ministry of Corporate Affairs (MCA) had issued amendments to certain Ind AS as follows:

i) Ind AS 103 - Business Combinations:

The definition of the term “business” has been revised. An optional test has been introduced to identify concentration of fair value to permit a simplified assessment of whether an acquired set of activities and assets is not a business. Additional guidance with elements of business and on assessing whether an acquired process is substantive. An entity is required to apply the amendments to business combinations for which the acquisition date is on or after the beginning of the first annual reporting period beginning on or after April 01, 2020 and to asset acquisitions that occur on or after the beginning of that period. There was no impact on the financial statements of the Company on adoption of the above amendments for the year.

ii) Ind AS 107 - Financial Instruments: Disclosures:

Additional disclosures have been introduced for uncertainties arising from interest rate benchmark reforms consequential to the hedge accounting related amendments in the Ind AS 109 – Financial Instruments. The Company did not have any transactions during the year to which these amendments were applicable.

iii) Ind AS 109 - Financial Instruments:

Temporary exceptions from applying specific hedge accounting requirements have been introduced for all hedging relationships directly affected by ‘interest rate benchmark reform’. (i.e. the market-wide reform of an interest rate benchmark, including the replacement of an interest rate benchmark with an alternative benchmark rate). This amendment is effective for annual reporting periods beginning on or after April 01, 2020. The Company did not have any transactions during the year to which these amendments were applicable.

iv) Ind AS 116 - Leases:

A practical expedient has been allowed to permit lessees to exclude COVID-19 related rent concessions to be treated as a lease modification. This amendment is applicable to the Company from annual reporting periods beginning on or after April 01, 2020. There were no rent concessions during the year and accordingly, there was no impact on the financial statements of the Company on adoption of the above amendments for the year.

v) Ind AS 1 - Presentation of Financial Statements and Ind AS 8 -Accounting Policies, Changes in Accounting Estimates and Errors (and consequential amendments to other Ind AS):

The definition of the term “material” has been revised and is applicable prospectively for annual periods beginning on or after April 01, 2020. Consequent to the revised definition of “material”, certain amendments were also notified in the Ind AS 10 - Events after the Reporting Period, Ind AS 34 - Interim Financial Reporting and Ind AS 37 -Provisions, Contingent Liabilities and Contingent Assets. There was no impact on the financial statements of the Company on adoption of this amendment for the year.

vi) Standards issued but not yet effective:

As on the date of approval of these financial statements, there were no new standards or amendments which have been notified but not yet adopted by the Company and expected to have any material impact on the financial statements of the Company.

NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2021 - Continued

3. Property, plant and equipment

(₹ in lakhs)

Particulars	Land	Factory Building	Residential Building	Plant and machinery	Furniture & Fixtures and Office equipments	Vehicles	Total
Cost or Deemed cost							
Balance at April 1, 2019	11.10	1,944.84	387.75	7,020.24	232.48	20.04	9,616.45
Additions	-	-	-	11.57	1.73	10.62	23.92
Disposal	-	-	4.33	260.32	0.04	1.46	266.15
Balance at March 31, 2020	11.10	1,944.84	383.42	6,771.49	234.17	29.20	9,374.22
Additions	-	-	-	11.56	0.51	20.45	32.52
Disposal	-	87.52	-	1.00	0.06	1.22	89.80
Balance at March 31, 2021	11.10	1,857.32	383.42	6,782.05	234.62	48.43	9,316.94
Accumulated depreciation and impairment							
Balance at April 1, 2019	-	385.23	86.53	1,641.75	149.36	3.94	2,266.80
Eliminated on disposals of assets	-	-	2.40	260.27	0.04	-	262.71
Depreciation expense	-	105.78	23.18	447.03	22.58	1.56	600.14
Balance at March 31, 2020	-	491.01	107.31	1,828.51	171.90	5.50	2,604.23
Eliminated on disposals of assets	-	27.18	-	-	-	-	27.18
Depreciation expense	-	103.18	22.31	455.86	12.48	2.90	596.73
Balance at March 31, 2021	-	567.02	129.62	2,284.37	184.38	8.40	3,173.78
Carrying Amount							
Balance at April 1, 2019	11.10	1,559.61	301.22	5,378.49	83.12	16.10	7,349.64
Balance at March 31, 2020	11.10	1,453.83	276.11	4,942.98	62.27	23.70	6,770.01
Balance at March 31, 2021	11.10	1,290.30	253.80	4,497.68	50.24	40.03	6,143.15

3A. Right of Use Asset :-

(₹ in lakhs)

Particulars	Leasehold land & Premises
Gross Block	
Balance as at April 1, 2019	26.92
Additions	10.74
Deletion	-
Balance as at March 31, 2020	37.66
Additions	-
Deletion	-
Balance as at March 31, 2021	37.66
Accumulated amortisation and impairment	
Balance as at April 1, 2019	11.74
Depreciation expense	6.20
Deletion	-
Balance as at March 31, 2020	17.94
Depreciation expense	7.55
Deletion	-
Balance as at March 31, 2021	25.48

NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2021 - Continued

Particulars	Leasehold land & Premises
Carrying Amount	
Balance as at April 1, 2019	15.18
Balance as at March 31, 2020	19.72
Balance as at March 31, 2021	12.18

(Refer Note 2(t) for transition effect of first time adoption of Ind AS 116)

4. Investment property

(₹ In Lakhs)

Particulars	As at March 31, 2021	As at March 31, 2020
LAND AT SOLAPUR	11.35	11.35
Total	11.35	11.35

Fair Value :-

As at March 2021	375.00
As at March 2020	495.00
As at March 2019	450.00

Estimation of Fair value: --

The fair valuation is based on current marked prices of similar properties. This valuation is based on valuations performed by independent valuers.

Fair valuation is based on sales comparison method based on market approach. The fair value measurement is categorised in level 2 fair value hierarchy.

There were no rental income or direct operating expenses arising from investment property.

5. Intangible assets:-

(₹ In Lakhs)

Particulars	Computer Software
Cost or Deemed cost	
Balance as at April 1, 2019	71.50
Additions	7.60
Deletion	-
Balance as at March 31, 2020	79.10
Additions	0.80
Deletion	-
Balance as at March 31, 2021	79.90
Accumulated amortisation and impairment	
Balance as at April 1, 2019	71.22
Depreciation expense	0.41
Balance as at March 31, 2020	71.63

NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2021 - Continued

Particulars	Computer Software
Depreciation expense	1.26
Balance as at March 31, 2021	72.89
Carrying Amount	
Balance as at April 1, 2019	0.28
Balance as at March 31, 2020	7.47
Balance as at March 31, 2021	7.01

6. Non Current Investments

(₹ in lakhs)

6A. Break-up of investments				
particulars	As at March 31, 2021		As at March 31, 2020	
	Qty	Amount	Qty	Amount
a) In subsidiary company at cost				
Unquoted Investments (all fully paid)				
i) Equity Instruments				
Equity shares of ₹ 10 each fully paid up of Gokak Power & Energy Limited	24,990,000	24,990,000	24,990,000	24,990,000
Total of Unquoted Investments in subsidiary	24,990,000	24,990,000	24,990,000	24,990,000
b) Other Investments at fair value through profit or loss (FVTPL)				
Unquoted Investments (all fully paid)				
i) Equity Instruments				
Equity shares of ₹ 10/- each of Zoroastrian Co-op Bank Ltd.	250	250	250	250
Total of Unquoted Investments	250	250	250	250
TOTAL OF UNQUOTED INVESTMENTS		2,499.03		2,499.03

Of the above, 58.82%, equivalent to 14,700,000 equity shares at a carrying cost of ₹ 1470 lakh of Gokak Power & Energy Limited have been pledged with a bank by the Company against the term loan borrowed by the Gokak Power & Energy limited.

6B. Category-wise other investments – as per Ind AS 109 classification

Particulars	As at March 31, 2021	As at March 31, 2020
Investments carried at fair value through profit or loss (FVTPL)		
In unquoted equity shares of Zoroastrian Co- Operative Bank limited.*	0.03	0.03
	0.03	0.03

* Value of these shares is ₹ 2,500/-

6C. No additional investments made during the year that are covered under section 186 of the Companies Act, 2013.

NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2021 - Continued
7. Trade receivables

(₹ in lakhs)

Particulars	As at March 31, 2021	As at March 31, 2020
Trade receivables		
- Related Parties	43.24	61.32
- Others		
a) Unsecured, considered good	473.39	534.77
b) Doubtful	569.76	577.37
Less: Allowance for bad and doubtful debts (expected credit loss)	(569.76)	(577.37)
Total (B)	516.63	596.09

7.1 Trade receivables

Average credit period on sales is between 30 to 90 days. No interest is charged on trade receivables overdue. The Company has recognised an allowance for doubtful debts as per the ageing of overdue debts as standard policy. In addition to this, the Company has determined allowance for doubtful debts on specific identification.

The Company has determined expected doubtful debts based on historical trend, industry practices and the business environment in which the entity operates. Trade receivables disclosed above include amounts (see below for aged analysis) that are past due at the end of the reporting period for which the Company has not recognised an allowance for doubtful debts because the amounts are still considered recoverable to this extent.

Age of receivables that are past due but not impaired :--

Particulars	As at March 31, 2021	As at March 31, 2020
0 - 60	436.48	518.34
61 - 180	41.05	38.06
181 - 365	39.10	39.69
Above 365 Days	-	-
Total	516.63	596.09

7.2 Movement in the allowance for doubtful debts

Particulars	Year ended March 31, 2021	Year ended March 31, 2020
Balance at beginning of the year	577.37	559.52
Change in allowance for expexted credit loss	2.40	17.85
less:- Amounts written off during the year as uncollectible	10.01	-
Balance at end of the year	569.76	577.37

In determining the recoverability of a trade receivable, the Company considers any change in the credit quality of the trade receivable from the date credit was initially granted up to the end of the reporting period. The concentration of credit risk is limited due to the fact that the customer base is large and unrelated.

NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2021 - Continued

8. Other financial assets

8A Non current

(₹ in lakhs)

Particulars	As at March 31, 2021	As at March 31, 2020
Security deposits		
- Unsecured, considered good	243.35	137.19
- Doubtful	-	-
Total	243.35	137.19

8B Current

(₹ in lakhs)

Particulars	As at March 31, 2021	As at March 31, 2020
Other current receivables		
- Staff advance - Unsecured, considered good	4.79	10.10
Insurance Claim Receivables	-	215.00
Refund of electricity charges	222.91	222.91
Other Recoveries	67.26	67.96
Total	294.96	515.97

9. Inventories

(₹ in lakhs)

Particulars	As at March 31, 2021	As at March 31, 2020
Inventories (lower of cost and net realisable value)		
Raw materials	274.04	292.51
Work-in-progress	506.40	607.89
Finished goods	873.34	917.23
Stores and spares including packing materials	183.55	192.31
Total	1,837.33	2,009.94

10. Cash and Bank Balances

10A Cash and cash equivalents

(₹ in lakhs)

Particulars	As at March 31, 2021	As at March 31, 2020
Balances with Banks		
In current accounts	42.79	6.90
In cash credit accounts (debit balances)	292.62	253.76
	335.41	260.66
Cash on hand	2.84	2.40
Total	338.25	263.06

NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2021 - Continued

10B Other Bank balances

(₹ in lakhs)

Particulars	As at March 31, 2021	As at March 31, 2020
Balances held as margin money / under lien with remaining maturity of less than 12 months	2.77	2.68
Total	2.77	2.68

11. Other assets

11A. Non Current

(₹ in lakhs)

Particulars	As at March 31, 2021	As at March 31, 2020
Unsecured considered good		
Security Deposits	5.44	5.43
Prepaid expenses	0.40	3.37
Balances with statutory / government authorities	622.60	1,012.72
Less : Allowance for bad and doubtful balances	-	(96.31)
	622.60	916.41
Total	628.44	925.21

11B. Current

(₹ in lakhs)

Particulars	As at March 31, 2021	As at March 31, 2020
Advances for supply of goods and services		
- Unsecured, considered good	36.56	37.48
- Doubtful	70.09	80.11
Less : Allowance for bad and doubtful advances	(70.09)	(80.11)
	36.56	37.48
Prepaid expenses and Insurance	32.33	31.30
Claims Receivable (Duty Drawback)	0.51	1.06
Total	69.40	69.84

Movement in the allowance for doubtful advances

Particulars	As at March 31, 2021	As at March 31, 2020
Balance at beginning of the year	176.42	80.11
Change in allowance for bad and doubtful advances	6.81	96.31
Amounts written off during the year as uncollectible	(113.14)	-
Balance at end of the year	70.09	176.42

NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2021 - Continued

12. Assets classified as held for sale

(₹ in lakhs)

Particulars	As at March 31, 2021	As at March 31, 2020
Plant and Machineries	17.60	17.60
Total	17.60	17.60

13. Equity Share Capital

(₹ in lakhs)

Particulars	As at March 31, 2021	As at March 31, 2020
Authorised Share capital :		
70,00,000 fully paid equity shares of ₹ 10 each	700.00	700.00
22,00,00,000 Non Cumulative, non convertible Redemmmable preference shares of ₹ 10 each	22,000.00	22,000.00
	22,700.00	22,700.00
Issued, subscribed and paid-up share capital:		
64,99,308 fully paid equity shares of ₹ 10 each	649.93	649.93
	649.93	649.93

13.1 Fully paid equity shares

Particulars	Number of shares	Share capital (₹ in Lakhs)
Balance as at April 1, 2019	6,499,308	649.93
Movements	-	-
Balance as at March 31, 2020	6,499,308	649.93
Movements	-	-
Balance as at March 31, 2021	6,499,308	649.93

Rights, preferences and restrictions attached to equity shares

The Company has only one class of equity shares having a par value of ₹ 10 per share. Each holder of equity shares is entitled to one vote per share. In the event of liquidation of the Company, the holders of equity shares will be entitled to receive remaining assets of the Company, after distribution of all preferential amounts. The distribution will be in proportion to the number of equity shares held by the shareholders.

13.2 Details of shares held by the holding Company, its subsidiaries and associates

Particulars	Fully paid ordinary shares	
	As at March 31, 2021	As at March 31, 2020
Balance at the beginning of the period :		
Shapoorji Pallonji and Company Private Limited, the holding Company	47,80,845	47,80,845
Total	47,80,845	47,80,845

NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2021 - Continued
13.3 Details of shares held by each shareholder holding more than 5% shares

Particulars	As at March 31, 2021		As at March 31, 2020	
	Number of shares held	% holding in the class of shares	Number of shares held	% holding in the class of shares
Fully paid equity shares				
Shapoorji Pallonji and Company Private Limited	47,80,845	73.56	47,80,845	73.56
Total	47,80,845	73.56	47,80,845	73.56

13.4 The Company has not allotted any equity shares for consideration other than cash, bonus shares, nor have any shares been bought back during the period of five years immediately preceding the Balance Sheet date.

14. Other equity

(₹ in lakhs)

Particulars		As at March 31, 2021	As at March 31, 2020
a)	General reserve (Refer Note 1)		
	Balance at beginning of the year	7,160.32	7,160.32
	Movements during the year	-	-
	Balance at end of the year	7,160.32	7,160.32
b)	Equity component of Preference Shares		
	7% Non-cumulative, non-convertible, Redeemable Preference Shares of ₹ 10 each	3,573.22	3,573.22
	11% Non-cumulative, non-convertible, Redeemable Preference Shares of ₹ 10 each	11,844.01	11,844.01
	Movements during the year	-	-
	Balance at end of the year	15,417.23	15,417.23
c)	Retained earnings		
	Balance at beginning of year	(26,306.79)	(21,821.74)
	Ind AS 116 - Leases transition adjustment (Refer Note 2(t))	-	(7.53)
	Profit/(Loss) for the year	(3,687.23)	(4,458.80)
	Other Comprehensive income for the year	(24.84)	(18.72)
	Balance at end of the year	(30,018.86)	(26,306.79)
	Total	(7,441.31)	(3,729.23)

Note 1 : General Reserve is transferred to the company at the time of demerger of Textiles division from Forbes Gokak Limited.

NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2021 - Continued

15. Non-current Borrowings

(₹ in lakhs)

Particulars	Non-current portion		Current maturities	
	As at March 31, 2021	As at March 31, 2020	As at March 31, 2021	As at March 31, 2020
a Liability component of preference shares	3,163.84	2,843.79	-	-
b Inter corporate deposits - "From Holding Company (unsecured) Rate of interest for the loans from holding company is 11.50% per annum and loan is repayable on or after April 1, 2022"	10,627.91	9,271.55	-	-
Total Non-current borrowings	13,791.75	12,115.34	-	-

16. Details of Non-cumulative, Non-Convertible, Redeemable Preference Shares issued by the Company:

Sr. No.	Face Value per Preference Share and Date of Allotment	As at March 31, 2021	As at March 31, 2020	Rate of Dividend	Terms of Repayment
1	20,000,000 preference shares of ₹10 each - September 30, 2015	2,000	2,000	7%	Preference shares shall rank prior in respect of payment of dividend or redemption amount compared to equity shareholders of the Company and in the event of winding up, preferential right over the equity shareholders in participating of surplus funds, surplus assets and profits of the Company.
2	20,000,000 preference shares of ₹10 each - March 17, 2016	2,000	2,000	7%	
3	30,000,000 preference shares of ₹10 each - September 27, 2016	3,000	3,000	11%	
4	35,000,000 preference shares of ₹10 each - March 24, 2017	3,500	3,500	11%	
5	35,000,000 preference shares of ₹10 each - December 30, 2017	3,500	3,500	11%	
6	35,000,000 preference shares of ₹10 each - December 12, 2018	3,500	3,500	11%	
	Total	17,500	17,500		

16.1 As the preference shares are mandatorily redeemable at a fixed or determinable future date as may be determined by the board of the company and payment of dividend being discretionary, the instrument is compound financial instrument. In absence of market rate of interest, the management has determined the liability component on the basis of average rate of interest of its long term borrowings as at the date of allotment.

17. Other financial liabilities

(₹ in lakhs)

Current		
Particulars	As at March 31, 2021	As at March 31, 2020
Security deposits	16.41	21.70
Other Payables (Salary & Others)	548.30	606.32
Total	564.71	628.02

NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2021 - Continued
18. Provisions
18A. Non current

(₹ in lakhs)

Particulars		As at March 31, 2021	As at March 31, 2020
a)	Employee benefits		
	Compensated absences	89.52	83.23
	Gratuity (Funded)	107.12	63.46
	Gratuity - Badli Workers (Unfunded)	396.68	361.20
b)	Other provisions		
	Provision for Contingencies (Refer note 48 for movement in provision for contingencies)	845.35	808.91
	Total	1,438.67	1,316.80

18B. Current

(₹ in lakhs)

Particulars		As at March 31, 2021	As at March 31, 2020
	Employee benefits		
	Compensated absences	11.20	14.12
	Gratuity (Funded)	138.97	2.55
	Total	150.17	16.67

19. Deferred tax balances

The following is the analysis of deferred tax assets/(liabilities) presented in the balance sheet:

(₹ in lakhs)

Particulars	As at March 31, 2021	As at March 31, 2020
Deferred tax assets	1,139.02	1,239.50
Deferred tax liabilities	1,139.02	1,239.50
Net	-	-

Current Year (2021-2020)

(₹ in lakhs)

Particulars	Opening balance	Recognised in profit or loss	Closing balance
Deferred tax (liabilities)/assets in relation to:			
a) Property, plant and equipment	(1,239.50)	100.48	(1,139.02)
b) Bonus	50.77	0.45	51.22
c) Doubtful debts	145.31	(1.91)	143.40
d) Defined benefit obligation	132.03	55.10	187.12
e) Lease Liabilities / ROU assets	1.75	0.02	1.77
f) Provision for Contingencies	203.59	9.17	212.76
g) Provision for Advances	20.16	(2.52)	17.64
h) MAT Credit	238.61	(175.61)	63.00
i) Others - Unabsorbed Depreciation and losses	447.28	14.82	462.11
Total	-	-	-

NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2021 - Continued

Previous Year (2019-2020)

(₹ in lakhs)

Particulars	Opening balance	Recognised in profit or loss	Closing balance
Deferred tax (liabilities)/assets in relation to:			
a) Property, plant and equipment	(1,283.27)	43.77	(1,239.50)
b) Other liabilities & Provisions	51.93	(1.16)	50.77
c) Doubtful debts	145.48	(0.17)	145.31
d) Defined benefit obligation	153.90	(21.87)	132.03
e) Other financial Liabilities	-	1.75	1.75
f) Provision for Contingencies	195.45	8.14	203.59
g) Provision for Advances	20.83	(0.67)	20.16
h) MAT Credit	238.61	-	238.61
i) Others - Unabsorbed Depreciation and losses	477.07	(29.79)	447.28
Total	-	-	-

Unrecognised deductible temporary differences, unused tax losses and unused tax credits

Particulars	As at March 31, 2021	As at March 31, 2020
Deductible temporary differences, unused tax losses, unabsorbed depreciation and unused tax credits for which no deferred tax assets have been recognised are attributable to the following:		
- tax losses including unabsorbed depreciation (revenue in nature)	24,616.92	24,945.49
	24,616.92	24,945.49

Note: The unrecognised tax credits will expire in 8 years from the respective years in which tax losses are incurred.

20. Other liabilities

20 Current

(₹ in lakhs)

Particulars	As at March 31, 2021	As at March 31, 2020
Advances from customers	21.42	28.85
Statutory remittances	72.83	26.27
Total	94.25	55.12

22. Trade payables

22 Current

(₹ in lakhs)

Particulars	As at March 31, 2021	As at March 31, 2020
Trade payables for Goods & Services		
(a) Total outstanding dues of micro enterprises and small enterprises (Refer Note No. 36)	21.44	
(b) Total outstanding dues of creditors other than micro enterprises and small enterprises		
- Related Parties	257.25	95.46
- Others	3,143.78	2,746.21
Sub Total	3,401.03	2,841.67
Total	3,422.47	2,854.10

NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2021 - Continued
22. Income tax assets

(₹ in lakhs)

Particulars	As at March 31, 2021	As at March 31, 2020
Advance Tax (Net)	68.42	87.88
Total	68.42	87.88

23. Revenue from operations

(₹ in lakhs)

Particulars	Year Ended March 31, 2021	Year Ended March 31, 2020
A) Revenue from contracts with customers		
(i) Sale of products		
Manufactured Goods	10,499.40	9,463.83
(ii) Sale of services		
Processing Income	20.85	14.21
	10,520.25	9,478.04
B) Other operating income		
i) Waste Sales	150.16	332.28
ii) Export incentives	0.25	11.64
Total	10,670.66	9,821.96

23.1. Reconciliation of revenue recognised with contract price:

	Year Ended March 31, 2021	Year Ended March 31, 2020
Total contract price with customers	10,530.84	9,502.67
Less: adjusted for discounts and rebates	(10.59)	(24.63)
Less: adjusted for sales retruns	-	-
Revenue recognised (Goods and Services)	10,520.25	9,478.04

24. Other Income

(₹ in lakhs)

Particulars	Year Ended March 31, 2021	Year Ended March 31, 2020
a) Interest income earned on financial assets measured at amortised cost		
i) Interest on Security Deposits (From subsidiary)	10.04	12.00
ii) Bank deposits	0.41	0.92
iii) Interest on Security Deposits (From others)	7.40	7.90
Total (a)	17.85	20.82
b) Dividend Income		
i) from long-term investments	-	0.01
Total (b)	-	0.01

NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2021 - Continued

Particulars	Year Ended March 31, 2021	Year Ended March 31, 2020
c) Other Non-Operating Income		
Credit balances/ excess provision written back	18.08	24.00
Rent income	78.82	118.90
Miscellaneous income	58.28	4.04
Total (c)	155.17	146.94
d) Other gains and losses		
i) Gain/(loss) on disposal of PPE	63.65	227.40
iii) Net foreign exchange gains/(losses)	0.02	(0.72)
Total (d)	63.67	226.68
Total (a+b+c+d)	236.69	394.45

25. Cost of materials consumed

(₹ in lakhs)

Particulars	Year Ended March 31, 2021	Year Ended March 31, 2020
Raw material Stocks at the beginning of the Year	292.51	236.38
Purchases during the year	6,611.94	6,414.11
	6,904.45	6,650.49
Less: Raw material Stocks at the end of the Year	(274.04)	(292.51)
	6,630.41	6,357.98

26. Changes in inventories of finished goods and work-in-progress

(₹ in lakhs)

Particulars	Year Ended March 31, 2021	Year Ended March 31, 2020
Changes in inventories of finished goods and work-in-progress		
Inventories at the end of the year:		
i) Finished goods (including stock in transit)	873.34	917.22
ii) Work-in-progress	506.40	607.89
	1,379.74	1,525.11
Inventories at the beginning of the year:		
i) Finished goods (including stock in transit)	917.22	1,308.39
ii) Work-in-progress	607.89	684.04
	1,525.11	1,992.43
Net decrease/(increase)	145.37	467.32

27. Employee benefits expense

(₹ in lakhs)

Particulars	Year Ended March 31, 2021	Year Ended March 31, 2020
i) Salaries and Wages	2,417.91	2,281.50
ii) Contribution to provident and other funds	512.79	352.06
iii) Staff Welfare Expenses	275.97	267.76
Total	3,206.67	2,901.32

NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2021 - Continued
28. Finance costs

(₹ in lakhs)

Particulars	Year Ended March 31, 2021	Year Ended March 31, 2020
(a) Interest costs of financial liabilities at amortised costs :-		
i) Interest on bank overdrafts and loans	-	3.63
ii) Interest on loans from related parties	963.94	845.88
iii) Interest on Others	47.82	-
v) Bank Charges	1.97	15.60
vi) Unwinding of lease liabilities	2.59	2.93
vii) Interest on liability component of compound financial instruments	320.04	287.64
Total	1,336.36	1,155.68

29. Depreciation and Amortisation expenses

(₹ in lakhs)

Particulars	Year Ended March 31, 2021	Year Ended March 31, 2020
i) Depreciation of property, plant equipment	596.73	600.14
ii) Amortisation of Intangible assets	1.26	0.41
ii) Amortisation of Right of Use assets	7.55	6.20
Total	605.54	606.75

31. Other expenses

(₹ in lakhs)

Particulars	Year Ended March 31, 2021	Year Ended March 31, 2020
Consumption of stores and spare parts	88.33	152.08
Consumption of packing Material	155.05	132.86
Processing charges	8.47	7.75
Power and fuel	1,537.49	1,852.67
Transportation, freight and handling charges	220.03	127.88
Hank Yarn Obligation	22.20	22.60
Rent and hire charges	1.03	8.19
Repairs to :		
i) Buildings	23.53	16.78
ii) Plant and machinery	36.76	67.98
iii) Others	117.00	76.52
Insurance	75.75	77.27
Rates and taxes	106.57	127.17
Brokerage and commission	57.01	77.11
Printing & Stationery	4.91	6.16
Communication	7.23	7.23
Legal and professional charges	83.31	152.49
Travelling and conveyance	6.24	22.92

NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2021 - Continued

Particulars	Year Ended March 31, 2021	Year Ended March 31, 2020
Sundry Balances written off	1.87	14.18
Directors Sitting Fees	12.45	11.55
Provision for doubtful trade receivables	2.40	17.85
Provision for doubtful loans and advances	6.81	96.31
Miscellaneous expenses	70.87	85.29
Total	2,645.31	3,160.84
To Statutory auditors		
i) For audit	12.00	12.00
ii) For tax audit fees	2.00	2.00
iii) For limited review and certification	8.75	8.75
	22.75	22.75
To cost auditors for cost audit	2.00	2.00
For reimbursement of expenses	0.17	0.57
	24.92	25.32
	2,670.23	3,186.16

31. Earnings per share

The earnings per share is calculated by dividing the Profit/ (loss) attributable to the equity shareholders by the weighted average number of equity shares outstanding during the year. The numbers used in calculating basis and diluted earning's are stated below :-

(₹ in lakhs)

Particulars	Year Ended March 31, 2021	Year Ended March 31, 2020
A) Profit/(loss) for the year attributable to owners of the Company	(3,687.23)	(4,458.80)
B) Number of equity shares for the purposes of basic/diluted earnings per share (Quantity in Lakhs) (Nominal value of ₹ 10/- each)	64.99	64.99
Basic and diluted Earnings per share (A/B)	(56.73)	(68.60)

33. Employee benefits obligations :

Defined-contribution plans:

The Company's provident fund scheme is a defined contribution plan. The Company's contribution paid/payable under the schemes is recognised as expense in the Statement of Profit and Loss during the period in which the employee renders the related service. The Company makes specified monthly contributions towards employee provident fund. The contribution towards Provident Fund is deposited with the Regional Provident Fund Commissioner.

Particulars	Year Ended March 31, 2021	Year Ended March 31, 2020
Provident fund	479.51	454.37
Superannuation fund	12.67	12.68
Total contribution	492.18	467.05

NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2021 - Continued
Defined Benefit Plan:

The Company's gratuity scheme is a defined benefit scheme. The Company maintains its plan assets with LIC of India. The present value of obligation is determined based on actuarial valuation using the Projected Unit Credit Method, which recognises each period of service as giving rise to additional unit of employee benefit entitlement and measures each unit separately to build up the final obligation. The obligation for leave encashment is recognised in the same manner.

Sr. No.	Particulars	Year Ended March 31, 2021	Year Ended March 31, 2020
a)	Change in Present Value of Obligation		
	Present value of the obligation at the beginning of the year	1,708.71	1,676.46
	Current Service Cost	56.21	57.29
	Interest Cost	103.85	127.30
	Past service cost	94.67	
	Actuarial (Gain) / Loss on Obligation due to experience	65.88	(144.71)
	Actuarial (Gain) / Loss on Obligation due to change in financial assumptions	(31.37)	156.21
	Benefits Paid	(160.28)	(163.85)
	Present value of the obligation at the end of the year	1,837.67	1,708.71
b)	Change in Plan Assets		
	Fair value of Plan Assets at the beginning of the year	1,642.70	1,685.29
	Interest Income	99.22	127.91
	Return on plan assets excluding interest income	9.67	(7.22)
	Contributions by Plan Participants	0.26	0.57
	Benefits Paid	(160.28)	(163.85)
	Fair value of Plan Assets at the end of the year	1,591.57	1,642.70
c)	Amounts Recognised in the Balance Sheet		
	Present value of Obligation at the end of the year	(1,837.67)	(1,708.71)
	Fair value of Plan Assets at the end of the year	1,591.57	1,642.70
	Net asset/(liability) at the end of the year	(246.09)	(66.01)
d)	Amounts Recognised in the Statement of Profit & Loss		
	Current Service Cost	56.21	57.29
	Finance cost / (income)	4.63	(0.60)
	Past service cost	94.67	-
	Net impact on the loss before tax	155.50	56.69
e)	Amounts Recognised in Other Comprehensive Income		
	Actuarial (gains) / losses for the period	34.51	11.49
	Return on plan asset excluding interest income	(9.67)	7.22
	Net (income) / expenses for the period recognised in other comprehensive income	24.85	18.73
f)	Actual return on Plan Assets		
	Interest Income	99.22	127.91
	Actuarial Gain / (Loss) on Plan Assets	-	-
	Actual return on Plan Assets	99.22	127.91

NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2021 - Continued

Sr. No.	Particulars	Year Ended March 31, 2021	Year Ended March 31, 2020
g)	Actuarial Assumptions		
	i) Discount Rate	6.33%	6.04%
	ii) Expected Rate of Return on Plan Assets	6.33%	6.04%
	iii) Salary Escalation Rate	4.00%	4.00%
	iv) Attrition Rate	2.00%	2.00%
	v) Mortality		Indian Assured Lives Mortality(2006-08) Ultimate

(₹ in lakhs)

Maturity Analysis of the benefit payments : from the fund	Year Ended March 31, 2021	Year Ended March 31, 2020
Projected Benefits payable in future years from the date of reporting		
1 St Following Year	182.11	155.41
2 nd Following Year	103.36	103.52
3 rd Following Year	161.46	134.98
4 th Following Year	195.07	151.93
5 th Following Year	168.28	163.49
Sum of years 6 th to 10 th	967.78	850.81
Sum of years 11 th and above	1,117.87	1,143.63

for significant actuarial assumption is computed by varying one actuarial assumption used for the valuation of the defined benefit obligation by one percentage, keeping all other actuarial assumptions constant.

(₹ in lakhs)

Sensitivity Analysis	Year Ended March 31, 2021	Year Ended March 31, 2020
Projected Benefit obligation On Current Assumptions	1,837.67	1,708.71
Delta effect of +1% Change in rate of Discounting	(108.32)	(106.60)
Delta effect of -1% Change in rate of Discounting	120.26	118.85
Delta effect of +1% Change in rate of Salary increase	121.92	120.15
Delta effect of -1% Change in rate of Salary increase	(111.67)	(109.62)
Delta effect of +1% Change in rate of Employee Turnover	16.46	14.86
Delta effect of -1% Change in rate of Employee Turnover	(17.74)	(16.05)

Above disclosures have been made on the basis of certificate received from the actuary. The estimates of future salary increases, considered in actuarial valuation, take account of inflation, seniority, promotion and other relevant factors, such as supply and demand in the employment market.

Management has made provision for gratuity payable to badli workers on the basis of actual valuation as in opinion of the management, the future expected service of badli workers could not be estimated. Provision for gratuity payable to badli workers on the basis of actual valuation as at March 31, 2021 is ₹ 396.68 lakhs (March 31, 2020 is ₹ 361.20 lakhs).

The assumptions with regards to salary escalation and attrition rates are the expectations of the entity based on the salary escalation that the entity will provide in future and the expected attrition rate in the future. Historical trends of these assumptions may or may not be suitable to be extrapolated for the future projections, as it is the entity's prerogative to decide on the expected future trends and thereby the assumptions given by the entity are accepted.

NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2021 - Continued

The assumptions with regards to discount rate has been considered as per the requirement of the standard. Since no separate analysis of the mortality rate of the entity was undertaken, the latest mortality table available has been considered.

The results are particularly sensitive to some assumptions, such as discount rate, level of salary inflation, level of employee turnover and mortality. Such as decrease in the assumed discount rate are an increase in salary inflation will lead to increase in reported liability.

33. Lease

The company has taken certain office premises and leasehold land under cancellable operating leases. In the rent agreements there are no terms for purchase option or any restriction such as those concerning dividend and additional debts. Lease agreements of the company do not contain any variable lease payment or any residual value guarantees. The company has not entered into any sublease agreement.

Information in respect of leases for which right-of-use assets and corresponding lease liabilities have been recognised are as follows:

(₹ in lakhs)

Particulars	March 31, 2021	March 31, 2020
Carrying amount right-of-use assets at beginning of the year	19.72	15.17
Additions to right-of-use assets during the year	-	10.74
Deletions to right-of-use assets during the year	-	-
Amortisation of right-of-use assets during the year	7.55	6.20
Interest expense (unwinding of discount) on lease liabilities	2.59	2.93
Total cash outflows in respect of leases	10.04	8.21
Carrying amount right-of-use assets at year end	12.18	19.72

(Refer Note 2(t) for transition effect of first time adoption of Ind AS 116)

(Refer note 42 for maturity analysis of lease liabilities)

Lease rentals of ₹ 1.03 lakhs (PY: ₹ 8.19 lakhs) in respect of short term lease have been recognised in the statement of profit and loss as rent expense.

34. Related Party Disclosures

Name of the Related Parties and Description of Relationship:

Holding Company

Shapoorji Pallonji and Company Private Limited.

Subsidiary - Direct

Gokak Power & Energy Limited

Fellow Subsidiaries

(where there are transactions)

Forbes & Company Limited

Eureka Forbes Limited

Forbes Facility Services Pvt Ltd

Manjri Stud Farm Pvt Ltd

Relationship Properties Pvt Ltd

Suryoday One Energy Pvt Ltd

Trusts

Gokak Falls Education and medical Trust

Gokak Textiles Graituity Fund

NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2021 - Continued**Key Management Personnel and their relatives:-**

CEO & Managing Director, Mr. Ramesh R. Patil

Chief Financial Officer, Mr. Avadhut Sarnaik (upto May 1, 2021)

Chief Financial Officer, Mr. Vipin Kumar Sharma (appointed w.e.f June 28, 2021)

Company Secretary, Mr. Rakesh M. Nanwani.

Directors:

Mr. Nikhil Bhatia

Mr. Pradip N. Kapadia

Mr. Vasant N. Sanzgiri (resigned w.e.f November 27, 2020)

Mr. D. G. Prasad

Mr. Vinod Bhandawat (appointed w.e.f January 15, 2021)

Ms. Tripti J. Navani

Particulars of transaction with Related Parties

(₹ in lakhs)

	Year ended March 31 2021 (Previous Year March 31, 2020)	Holding Company	Subsidiary	Fellow Subsidiaries	Key Managerial Personnel	Trust	Total
	Nature of Transactions						
1	INCOME						
(i)	Interest	-	9.95	-	-	-	9.95
	Previous Year	-	12.00	-	-	-	12.00
(ii)	Sale of Goods	17.76	-	8.20	-	-	25.96
	Previous Year	-	-	-	-	-	-
(iii)	Rent	-	-	10.71	-	-	10.71
	Previous Year	-	-	83.05	-	-	83.05
2	EXPENSES						
(i)	Rent	-	-	-	-	-	-
	Previous Year	-	-	1.54	-	-	1.54
(ii)	Services	14.37	-	0.00	-	-	14.37
	Previous Year	1.30	-	3.02	-	-	4.32
(iii)	Purchase of Electricity (incl Electricity Tax)	-	726.41	62.54	-	-	788.95
	Previous Year	-	352.06	27.30	-	-	379.36
(iv)	Director's sitting fees	-	-	-	12.45	-	12.45
	Previous Year	-	-	-	11.55	-	11.55
(v)	Interest	963.94	-	-	-	-	963.94
	Previous Year	797.90	-	-	-	-	797.90
(vi)	KMP Remuneration	-	-	-	99.34	-	99.34
	Previous Year	-	-	-	84.73	-	84.73
3	Reimbursements						
	Amount recovered on behalf	-	-	-	-	14.84	14.84
	Previous Year	-	-	-	-	11.44	11.44
4	Preference Shares Issued during the year	100.00	-	-	-	-	100.00
	Previous Year	-	-	-	-	-	-
5	ICD Taken	450.00	-	-	-	-	450.00
	Previous Year	2,700.00	-	-	-	-	2,700.00
6	ICD Repaid	-	-	-	-	-	-
	Previous Year	-	-	-	-	-	-

NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2021 - Continued

	Year ended March 31 2021 (Previous Year March 31, 2020)	Holding Company	Subsidiary	Fellow Subsidiaries	Key Managerial Personnel	Trust	Total
	Nature of Transactions						
7	Deposits given	-	100.00	-	-	-	100.00
	Previous Year	-	-	-	-	-	-
8	OUTSTANDINGS						
	Deposits Receivables	-	100.00	-	-	-	100.00
	Previous Year	-	-	-	-	-	-
	Receivables	5.16	-	38.08	-	-	43.24
	Previous Year	8.89	-	52.43	-	-	61.32
	Payables	10,677.57	200.43	7.16	-	0.90	10,886.06
	Previous Year	9,315.24	43.64	7.28	-	0.84	9,367.00
	Preference shares balance	17,500.00	-	-	-	-	17,500.00
	Previous Year	17,500.00	-	-	-	-	17,500.00

34A Details of Related Party Transactions

(₹ in lakhs)

Nature Of Transaction	Year Ended March 31, 2021	Year Ended March 31, 2020	Nature Of Transaction	Year Ended March 31, 2021	Year Ended March 31, 2020
Services Received (Expense)			Amounts Recovered On Behalf		
Shapoorji Pallonji & Company Private Limited	14.37	1.30	Gokak Falls Education & Medical Trust	14.84	11.44
Forvol International Services Limited	-	3.02			
Forbes & Co Limited*	0.00	0.00	KMP Remuneration		
			R R Patil	59.97	46.63
Rent (Income)			Avadhut Sarnaik	33.42	33.42
Suryoday One Energy Private Limited	10.71	83.05	Rakesh Nanwani	5.95	4.68
Interest Income			Sitting Fees		
Gokak Power & Energy Limited	9.95	12.00	Mr. Pradeep Kapadia	4.00	3.75
Rent (Expenses)			Mr. D G Prasad	3.25	3.25
Forbes & Co Limited	-	1.54	Mr. Vasant Sanzgiri	0.90	1.30
Sale of Goods			Ms. Tripti J. Navani	1.00	0.75
Shapoorji Pallanji & Company Private Limited - New Delhi	1.06	-	Mr. Nikhil Bhatia	2.75	2.50
Shapoorji Pallonji & Company Private Limited -Kolkata	0.85	-	Mr. Vinod Bhandawat	0.55	-
Shapoorji Pallonji & Company Private Limited -Chennai	0.96	-	Deposit Receivable		
Shapoorji Pallonji & Company Private Limited - Karnataka	4.14	-	Gokak Power & Energy Limited	100.00	100.00
Shapoorji Pallonji & Co Private Limited - Qatar	5.39	-			

NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2021 - Continued

Nature Of Transaction	Year Ended March 31, 2021	Year Ended March 31, 2020	Nature Of Transaction	Year Ended March 31, 2021	Year Ended March 31, 2020
Shapoorji Pallonji & Co Private Limited - Mumbai RO	2.86	-	Receivables		
Shapoorji Pallonji & Co Private Limited - Jammu & Mandi	0.21	-	Shapoorji Pallonji & Company Private Limited - Mumbai	0.26	-
Shapoorji Pallonji & Co Private Limited - EPC Mumbai	1.61	-	Shapoorji Pallonji & Company Private Limited - HO	0.45	8.89
Shapoorji Pallonji & Company Private Limited -Mumbai	0.24	-	Shapoorji Pallonji & Company Private Limited - New Delhi	0.82	-
Shapoorji Pallonji & Company Private Limited - HO	0.43	-	Shapoorji Pallonji & Company Private Limited - Kolkata	0.16	-
SP Infra CCPL	0.05	-	Shapoorji Pallonji & Company Private Limited - Chennai	0.19	-
Eureka Forbes Limited	6.86	-	Shapoorji Pallonji & Company Private Limited - Karnataka	0.91	-
Relationship Properties Private Limited	0.19	-	Shapoorji Pallonji & Co Private Limited - Qatar	2.38	-
Forbes Facility Services Private Limited	0.86	-	Suryoday One Energy Private Limited	38.08	51.53
Manjri Stud Farm Private Limited	0.24	-	Forbes Technosys Limited	-	0.90
Purchase Of Electricity			Payables		
Gokak Power & Energy Limited (Including Electricity Tax)	726.41	352.06	Shapoorji Pallonji & Company Private Limited (ICD)	10,627.91	9,271.54
Suryoday One Energy Private Limited	62.54	27.30	Gokak Falls Education & Medical Trust	0.90	0.84
			Gokak Power & Energy Limited	200.43	43.64
			Forvol International Services Limited	-	0.13
Interest Expense On ICD			Forbes & Company Limited	7.16	7.15
Shapoorji Pallonji & Company Private Limited	963.94	797.90	Shapoorji Pallonji & Company Private Limited (Chennai)	-	43.13
			Shapoorji Pallonji & Company Private Limited (Mumbai)	49.66	0.57
Loans Taken			Preference Shares Balance		
Shapoorji Pallonji & Company Private Limited	450.00	2,700.00	Shapoorji Pallonji & Company Private Limited	17,500.00	17,500.00
Deposits Given					
Gokak Power & Energy Limited	100.00	-			

* Value of transaction is ₹ 12/-

NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2021 - Continued

Compensation of key management personnel of the Company	Year ended March 31, 2021	Year ended March 31, 2020
Short-term employee benefits	99.34	84.73
Post-employment benefits#	-	-
Other long-term benefits#	-	-
Share-based payments	-	-

As the liabilities for defined benefit plans and compensated absences are provided on actuarial basis for the Company as a whole, the amounts pertaining to Key Management Personnel are not included.

35 Micro, Small and Medium Enterprises

Under the Micro, Small and Medium Enterprises Development Act, 2006, which came into force on October 2, 2006, the Company is required to make certain disclosures relating to Micro, Small and Medium Enterprises. The Company is in the process of compiling and assimilating the relevant information from its suppliers about their coverage under the Act. Since the relevant information is not readily available for all the suppliers, the disclosures have been made to the extent of information available with the Company.

(₹ in lakhs)

Sr. No.	Particulars	Year Ended March 31, 2021	Year Ended March 31, 2020
1	The principal amount and the interest due thereon remaining unpaid to any supplier at the end of each accounting year;	21.44	12.43
2	The amount of interest paid by the buyer in terms of section 16 of the Micro, Small and Medium Enterprises Development Act, 2006 (27 of 2006), along with the amount of the payment made to the supplier beyond the appointed day during each accounting year;	16.24	51.47
3	The amount of interest due and payable for the period of delay in making payment (which has been paid but beyond the appointed day during the year) but without adding the interest specified under the Micro, Small and Medium Enterprises Development Act, 2006;	-	-
4	The amount of interest accrued and remaining unpaid at the end of year; and	-	-
5	The amount of further interest remaining due and payable even in the succeeding years, until such date when the interest dues above are actually paid to the small enterprise, for the purpose of disallowance of a deductible expenditure under section 23 of the Micro, Small and Medium Enterprises Development Act, 2006.	-	-

36 Fair Value Disclosures

(₹ in lakhs)

A)	Categories of Financial Instruments:	March 31, 2021			March 31, 2020		
		FVTPL	FVTOCI	Amortised Cost	FVTPL	FVTOCI	Amortised Cost
i)	Financial Assets						
	Investments	0.03	-	-	0.03	-	-
	Trade Receivables	-	-	516.63	-	-	596.09
	Cash & Bank Balances	-	-	338.25	-	-	263.06
	Bank balances other than above	-	-	2.77	-	-	2.68
	Other Financial Assets	-	-	538.31	-	-	653.16
		0.03	-	1,395.96	0.03	-	1,514.99

NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2021 - Continued

A)	Categories of Financial Instruments:	March 31, 2021			March 31, 2020		
		FVTPL	FVTOCI	Amortised Cost	FVTPL	FVTOCI	Amortised Cost
ii)	Financial liabilities						
	Borrowings	-	-	13,791.75	-	-	12,115.34
	Lease Liabilities	-	-	19.23	-	-	26.68
	Trade Payables	-	-	3,422.47	-	-	2,854.10
	Other Financial Liabilities	-	-	564.71	-	-	628.02
		-	-	17,798.16	-	-	15,624.14

(FVTPL: Fair value through profit and loss; FVOCI: Fair value through other comprehensive income)

Fair Value Hierarchy and Method of Valuation

Except as detailed in the following table, the Company considers that the carrying amounts of financial instruments recognised in the financial statements approximate their fair values.

Level 1 - Quoted prices (unadjusted) in active markets for identical assets or liabilities.

Level 2 - Inputs other than quoted prices included within Level 1 that are observable for the asset or liability, either directly (i.e. as prices) or indirectly (i.e. derived from prices).

Level 3 - Inputs for the asset or liabilities that are not based on observable market data (unobservable inputs).

B)	Financial Assets	March 31, 2021					Total
		Notes	Carrying Value	Level 1	Level 2	Level 3	
	Measured at FVTPL Investments						
	Investments in Equity Instruments (unquoted)	6A(b)(i)	0.03	-	-	0.03	0.03

	Financial Assets	March 31, 2020					Total
		Notes	Carrying Value	Level 1	Level 2	Level 3	
	Measured at FVTPL Investments						
	Investments in Equity Instruments (unquoted)	6A(b)(i)	0.03	-	-	0.03	0.03

C) Considering the value of investments, the management has determined the fair value of these investment as constant throughout the period till March 31, 2021

37 Capital Management

The Company aims to optimise returns to shareholders and safeguard its ability to continue as a going concern and manage its capital effectively. The capital structure of the Company is based on management's judgement of the appropriate balance of key elements in order to meet its strategic and day-to-day needs and long-term operating plans. We consider the amount of capital in proportion to risk and manage the capital structure in light of changes in economic conditions and the risk characteristics. The capital structure of the Company consists of net debt (borrowings as detailed in notes 15, 17 and 10A offset by cash and cash equivalents) and total equity and financial liability in respect of preference share capital of the Company.

NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2021 - Continued

(₹ in lakhs)

The capital components of the Company are as given below:	As at March 31, 2021	As at March 31, 2020
Total Equity	(6,791.38)	(3,079.30)
Short Term Borrowings	-	-
Long Term Borrowings	13,791.75	12,115.34
Current Maturities of Long Term Borrowings	-	-
Total Debt	13,791.75	12,115.34
Cash & bank balances	341.02	265.74
Net Debt	13,450.73	11,849.60
Net Debt Equity ratio		
Debt Equity Ratio = Net debt / Total Equity	(1.98)	(3.85)

38 Financial risk management objectives

The Company's financial risk management is an integral part of how to plan and execute its business strategies. The Company's financial assets include loans, trade receivables, cash and cash equivalents that comes directly from its operations and financial liabilities comprises of borrowings, trade and other payables, and financial guarantee contracts. It has an integrated financial risk management system which proactively identifies monitors and takes precautionary and mitigation measures in respect of various identified risks.

The Company is exposed to market risk, credit risk and liquidity risk. The Company's senior management oversees the management of these risks, which evaluates and exercises independent control over the entire process of financial risks.

39 Market Risk

Market risk is the risk of loss of future earnings, fair values or future cash flows that may result from a change in the price. Market risk is attributable to all market risk sensitive financial instruments including foreign currency receivables, loans and borrowings.

The finance department undertakes management of cash resources, borrowing mechanism and ensuring compliance with market risk limits.

40 Currency risk

The Company is exposed to currency risk to the extent that there is mismatch between the currencies in which sales, purchase are denominated and the respective functional currencies of Company. The Company has export sales primarily denominated in US dollars.

Exposure to currency risk

The summary quantitative data about the Company's exposure to currency risk as reported to the management is as follows:

Particulars	As at March 31, 2021	As at March 31, 2020
Export receivables in US \$ (in lakhs)	-	0.32
Overseas payables in US \$ (in lakhs)	-	-
Total	-	0.32

NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2021 - Continued

Foreign currency sensitivity

2% increase or decrease in foreign exchange rates will have the following impact on profit & loss :

(₹ in lakhs)

Particulars	Year Ended March 31, 2021	Year Ended March 31, 2020
+ 2% increase in foreign exchange rates	-	0.49
- 2% increase in foreign exchange rates	-	(0.49)

41 Liquidity Risk

Prudent liquidity risk management implies maintaining sufficient cash and bank balance and marketable securities and the availability of funding through an adequate amount of committed credit facilities to meet obligations when due. The Company's finance department is responsible for liquidity, funding as well as settlement management. The processes related to such risks are overseen by senior management through rolling forecasts on the basis of expected cash flows. The Company also has adequate credit facilities agreed with banks to ensure that there is sufficient cash to meet all its normal operating commitments in a timely and cost-effective manner.

The Company has the following undrawn credit lines available as at the end of the reporting period.

(₹ in lakhs)

	March 31, 2021	March 31, 2020
- Expiring within one year (Bank CC Limits Sanctioned)	-	1,500.00
	-	1,500.00

The following tables detail the Company's remaining contractual maturity for its non-derivative financial liabilities with agreed repayment periods. The tables have been drawn up based on the undiscounted cash flows of financial liabilities based on the earliest date on which the Company can be required to pay. The tables shows Principal cash flows.

(₹ in lakhs)

Maturities of Financial Liabilities	Total	March 31, 2021			
		Upto 1 year	1 to 3 years	3 to 5 years	5 years & above
Borrowings	13,791.75	-	-	-	13,791.75
Trade Payables	3,422.47	3,422.47	-	-	-
Lease Liabilities	19.23	3.81	9.42	0.74	5.26
Other Financial Liabilities	564.71	564.71	-	-	-
	17,798.16	3,990.99	9.42	0.74	13,797.01

(₹ in lakhs)

Maturities of Financial Liabilities	Total	March 31, 2020			
		Upto 1 year	1 to 3 years	3 to 5 years	5 years & above
Borrowings	12,115.34	-	-	-	12,115.34
Trade Payables	2,854.10	2,854.10	-	-	-
Lease Liabilities	26.68	7.45	13.23	0.74	5.26
Other Financial Liabilities	628.02	628.02	-	-	-
	15,624.14	3,489.57	13.23	0.74	12,120.60

NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2021 - Continued

42 Interest Rate Risk:-

The company is exposed to interest rate risk because it borrows funds at both fixed and floating interest rates.

The sensitivity analyses below have been determined based on the exposure to interest rates for borrowings at the end of the reporting period. For floating rate borrowings the analysis is prepared assuming the amount of the liability outstanding at the end of the reporting period was outstanding for the whole year and the rates are reset as per the applicable reset dates. The basis risk between various benchmarks used to reset the floating rate borrowings has been considered to be insignificant.

(₹ in lakhs)

Particulars	As at 31 March 2021	As at 31 March 2020
Variable-rate instruments		
Financial liabilities		
Borrowing	-	-
Total	-	-
Fixed-rate instruments		
Financial liabilities		
Borrowing	10,627.91	9,271.55
Total	10,627.91	9,271.55

Interest Rate sensitivity

100 basis points increase or decrease in Interest rates will have the following impact on profit & loss:

(₹ in lakhs)

Particulars	Year Ended March 31, 2021	Year Ended March 31, 2020
- 100 basis points increase	-	-
+ 100 basis points decrease	-	-

43 The following table details the Company's expected maturity for its non-derivative financial assets. The table has been drawn up based on the undiscounted contractual maturities of the financial assets including interest that will be earned on those assets. The inclusion of information on non-derivative financial assets is necessary in order to understand the Company's liquidity risk management as the liquidity is managed on a net asset and liability basis.

(₹ in lakhs)

Maturities of Financial Assets	Total	March 31, 2021			
		Upto 1 year	1 to 3 years	3 to 5 years	5 years & above
Investments	2,499.03	-	-	-	2,499.03
Trade Receivables	516.63	516.63	-	-	-
Cash and Bank balances	338.25	338.25	-	-	-
Bank balances other than above	2.77	2.77	-	-	-
Other Financial Assets	538.31	294.96	-	-	243.35
	3,894.99	1,152.61	-	-	2,742.38

NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2021 - Continued

(₹ in lakhs)

Maturities of Financial Assets	Total	March 31, 2020			
		Upto 1 year	1 to 3 years	3 to 5 years	5 years & above
Investments	2,499.03	-	-	-	2,499.03
Trade Receivables	596.09	596.09	-	-	-
Cash and Bank balances	263.06	263.06	-	-	-
Bank balances other than above	2.68	2.68	-	-	-
Other Financial Assets	653.16	515.97	-	-	137.19
	4,014.02	1,377.80	-	-	2,636.22

45. Contingent liabilities:-

(₹ in lakhs)

Particulars	As at March 31, 2020	As at March 31, 2019
Claims against the Company not acknowledged as debts		
1 Taxes in dispute:-		
i) Excise duty Demand	143.00	143.00
ii) Entry-tax	114.58	114.58
iii) Income tax demand	3.99	3.99
2 Labour matters:-		
i) labour matter in dispute	69.36	69.36
ii) Provident Fund	-	28.11
3 Other:		
i) Demand for increased lease rent (as per lease rent agreement, rent was supposed to be reviewed by the Government authorities; which was not reviewed and demand for the same is raised during the year 2018-19. The Company has disputed on the grounds of working and restrospective effect of the same)	9,858.98	9,858.98
Total	10,189.91	10,218.02

45.1 Contingent liabilities above represent estimates made mainly for probable claims arising out of litigation and disputes pending with tax authorities. The probability and timing of outflow with regard to these matters depend on the final outcome of litigations / disputes. Hence the Company is not able to reasonably ascertain the timing of the outflow.

45.2 The Company is subject to legal proceedings and claims which arise in the ordinary course of business. The Company has reviewed all its pending litigations and proceedings and has adequately provided for where provisions are required and disclosed as contingent liability, where applicable. The management does not reasonably expect that these legal actions, when ultimately concluded and determined, will have a material and adverse effect on the Company's operations or financial condition.

46. Bonus Payable :-

The Company has made an application to Labour Commissioner on November 24, 2020 to defer the payment of bonus for the year 2019-20 till November 2022.

NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2021 - Continued

47. Segment reporting :-

The Chief Operating Decision maker of the Company examines Company's performance as one operating segment only namely - textiles.

Out of the total revenue, no customer has revenue more than 10% during the year

During the year, revenue from customers within and outside India are as follows:

	Year Ended March 31, 2021	Year Ended March 31, 2020
Revenue from domestic sales and Services	10,506.61	8,786.33
Revenue from export sales	13.64	691.71
Total	10,520.25	9,478.04

48. Details of provision for contingencies

Provision for contingencies is towards the estimated liability on account of non-fulfilment of export obligations under the Export Promotion Capital Goods Scheme. The details of which are given below:

(₹ in lakhs)

Sr. No.	Particulars	As at March 31, 2021	As at March 31, 2020
1	Balance as at the beginning of the year	808.91	751.75
2	Add:	46.80	57.16
3	Less: Reversal	(10.36)	-
4	Balance as at the end of the year	845.35	808.91

49. The Company has standalone accumulated losses of ₹ 30,018.86 lakhs as at March 31, 2021 and the Company has a negative net worth of ₹ 6,791.38 lakhs. The continuity of the operations of the Company is dependent upon the continued operational and financial support of the Holding Company.

The Company has witnessed demand for its yarns during the current period and the Management believes that it is likely to continue. Due to adequate labour available at the Plant the Company will be able to meet the demand. Further the Company anticipates cost savings on raw materials and other operating expenses in the current year due to alternative options available. Currently, the Company does not have any external borrowings. Based on these reasons, the financial statements of the Company have been prepared on a going concern basis.

50. The COVID-19 pandemic has brought economies, businesses and lives around the world to a standstill, and our country is no exception. Based on the directives and advisories issued by central and state governments and other relevant authorities during the lock down, our operations at the factory were affected. Considering the unprecedented and ever evolving situation, the Company had made assessment of recoverability and carrying value of its assets comprising of tangible assets, inventories and other current assets as at March 31, 2021 and made appropriate provisions. The situation is continuously evolving, the impact assessed may be different from the estimates made as at the date of approval of these financial statements. The management will continue to monitor any material changes arising due to the impact of this pandemic on financial and operational performance of the Company and take necessary measures to address the situation.

NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2021 - Continued

51. Previous year figures have been regrouped / reclassified wherever necessary to correspond with the current year's classification / disclosure.
52. Approval of Financial Statements:- The financial statements were approved for issue by the board of directors on June 28, 2021.

The notes are an integral part of the these financial statements

As per our report of even date

For and on behalf of the Board of Directors

For BATLIBOI & PUROHIT

Chartered Accountants
Firm Reg No. 101048W

Vinod Bhandawat

Chairman
(DIN: 02873571)

Kaushal Mehta

Partner
Membership No. 111749

Vipan Kumar Sharma

Chief Financial Officer

Ramesh R. Patil

CEO & Managing Director
(DIN: 07568951)

Rakesh M. Nanwani

Company Secretary
(Membership No. A45718)

Place: Mumbai

Date: June 28, 2021

Place: Mumbai

Date: June 28, 2021

INDEPENDENT AUDITOR'S REPORT

To the Members of Gokak Textiles Limited

Report on the Audit of the Consolidated Financial Statements

Opinion

We have audited the accompanying consolidated financial statements of **Gokak Textiles Limited** ("the Holding Company") and its subsidiary (the Holding Company and its subsidiary collectively referred to as "the Group"), which comprise the consolidated balance sheet as at March 31, 2021 the consolidated statement of profit and loss (including other comprehensive income), the statement of changes in equity and the statement of cash flows for the year ended on that date, and a summary of the significant accounting policies and other explanatory information (hereinafter referred to as "consolidated financial statements").

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid consolidated financial statements give the information required by the Companies Act, 2013 ("the Act") in the manner so required and give a true and fair view in conformity with the Indian Accounting Standards prescribed under section 133 of the Act read with the Companies (Indian Accounting Standards) Rules, 2015, as amended, ("Ind AS") and other accounting principles generally accepted in India, of the consolidated state of affairs of the Group as at March 31, 2021, of its loss (including other comprehensive income), consolidated changes in equity and its consolidated cash flows for the year then ended.

Basis for Opinion

We conducted our audit of the consolidated financial statements in accordance with the Standards on Auditing (SAs) specified under section 143(10) of the Act. Our responsibilities under those SAs are further described in the 'Auditor's Responsibilities for the Audit of the Consolidated Financial Statements' section of our report. We are independent of the Group in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India (ICAI) together with the independence requirements that are relevant to our audit of the consolidated financial statements under the provisions of the Act and the Rules made thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the ICAI's Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the consolidated financial statements.

Key Audit Matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the standalone financial statements of the current period. These matters were addressed in the context of our audit of the standalone financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters. We have determined the matters described below to be the key audit matters to be communicated in our report.

i. Provisions for Contingencies and Litigations and disclosure of Contingent liabilities

Description of Key Audit Matter:

At March 31, 2021, the Group held provisions of ₹ 845.34 lakhs in respect of legal claims and has disclosed total contingent liabilities of ₹ 10,189.91 lakhs. These provisions are based on judgements and accounting estimates made by management in determining the likelihood and magnitude of claims. Accordingly, unexpected adverse outcomes could significantly impact the Group's reported loss and balance sheet position.

Refer Note 49, Note 51 and Note 3(k) of financial statements for contingent liabilities and provisions and accounting policies related disclosures.

How the matter was addressed in our audit:

- We evaluated the design and tested the operating effectiveness of controls in respect of the determination of the provisions. We determined that the operation of the controls provided us with evidence over the completeness, accuracy and valuation of the provisions.
- We read the summary of litigation matters provided by management and held discussions with the management and their legal counsels. We requested legal letters from some of the Company's external legal advisors with respect to the matters included in the aforesaid disclosures. Where appropriate, we examined correspondence connected with the cases.
- For litigation provisions, we tested the calculation of the provisions, assessed the assumptions against third party data, where available and assessed the estimates against historical trends.
- We considered management's judgements on the level of provisioning and disclosures in respect of the aforesaid matters, which we considered to be appropriate.

ii. Going Concern Assessment**Description of the Key Audit Matter:**

During the year, the Group incurred loss before tax (including other comprehensive income) of ₹ 3831.49 lakhs and had accumulated losses of ₹ 36,147.54 lakhs as on March 31, 2021. Further the net worth of the Group has been eroded as at the year end. These conditions indicate requirement of assessment of the Group's ability to continue as a going concern.

The Group's financial statements have been prepared on a going concern basis on the reporting date. The management's statement in respect of going concern assessment is set out in Note 53 of the consolidated financial statements.

How the matter was addressed in our audit:

- We evaluated the appropriateness of management's use of going concern basis of accounting in the preparation of financial statements in accordance with Standard on Auditing issued by ICAI in this regard.
- We evaluated the management's plans for future actions in relation to its going concern assessment, to assess whether the outcome of those plans is likely to improve the situation and whether management's plans are feasible in the circumstances.
- We assessed the possible mitigating actions identified by management in the event that actual cash flows are below forecast.
- We assessed the prospects of renewal or repayment of current borrowings based on past experience of the Group.
- We discussed and obtained a written letter from the holding company indicating its intention and ability to support the Group's financial and operating requirements through infusion of additional capital as and when necessary.

Information Other than the Financial Statements and Auditor's Report Thereon

The Holding Company's management and Board of Directors are responsible for the preparation of the other information. The other information comprises the information included in the Board's Report including Annexures to Board's Report, Business Responsibility Report, Corporate Governance and Shareholder's Information, but does not include the consolidated financial statements and our auditor's report thereon.

Our opinion on the consolidated financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the consolidated financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the financial statements or our knowledge obtained during the course of our audit or otherwise appears to be materially misstated.

If, based on the work we have performed, we conclude that there is a material misstatement of this other information; we are required to report that fact. We have nothing to report in this regard.

Responsibilities of Management and the Board of Director's for the Consolidated Financial Statements

The Holding Company's Management and Board of Directors are responsible for the matters stated in section 134(5) of the Companies Act, 2013 ("the Act") with respect to the preparation of these consolidated financial statements that give a true and fair view of the Consolidated state of affairs, Consolidated profit / loss and other comprehensive income, consolidated changes in equity and consolidated cash flows of the Company in accordance with the accounting principles generally accepted in India, including the accounting Standards specified under section 133 of the Act. The respective Management and Board of Director of the Companies included in the Group are responsible for maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Group and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the consolidated financial statement that give a true and fair view and are free from material misstatement, whether due to fraud or error, which have been used for the purpose of preparation of the Consolidated financial statements by the Management and Directors of the Holding Company, as aforesaid.

In preparing the consolidated financial statements, the respective management and Board of Directors of the Companies are responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless the respective Board of Directors either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

The respective Board of Directors of the Companies included in the Group are responsible for overseeing the company's financial reporting process.

Auditor's Responsibilities for the Audit of the Financial Statements

Our objectives are to obtain reasonable assurance about whether the consolidated financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements.

As part of an audit in accordance with SAs, we exercise professional judgment and maintain professional scepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the consolidated financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal financial controls relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Act, we are also responsible for expressing our opinion on whether the Company has adequate internal financial controls system in place and the operating effectiveness of such controls.

- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the consolidated financial statements, including the disclosures, and whether the consolidated financial statements represent the underlying transactions and events in a manner that achieves fair presentation.
- Obtain sufficient appropriate audit evidence regarding the financial information of the entity within the Group to express an opinion on the consolidated financial statements. We are responsible for the direction, supervision and performance of the audit of financial information of the entity included in the consolidated financial statements of which we are the independent auditors.

We believe that the audit evidence obtained by us, is sufficient and appropriate to provide a basis for our audit opinion on the consolidated financial statements

Materiality is the magnitude of misstatements in the consolidated financial statements that, individually or in aggregate, makes it probable that the economic decisions of a reasonably knowledgeable user of the consolidated financial statements may be influenced. We consider quantitative materiality and qualitative factors in (i) planning the scope of our audit work and in evaluating the results of our work; and (ii) to evaluate the effect of any identified misstatements in the financial statements.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the standalone financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication

Report on Other Legal and Regulatory Requirements

1. As required by Section 143(3) of the Act, we report that:
 - a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit of the aforesaid consolidated financial statements.
 - b) In our opinion, proper books of account as required by law have been kept by the relating to preparation of the aforesaid consolidated financial statements have been kept so far as it appears from our examination of those books;
 - c) The consolidated balance sheet, the statement of profit and loss (including other comprehensive income), the consolidated statement of changes in equity and the consolidated statement of cash flows dealt with by this Report are in agreement with the books of account maintained by the Company and its subsidiary incorporated in India including the relevant records relating to the preparation of the consolidated financial statements.

- d) In our opinion, the aforesaid consolidated financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.
- e) On the basis of the written representations received from the directors of the Holding Company as on March 31, 2021 taken on record by the Board of Directors of the Holding Company and its subsidiary incorporated in India, none of the directors of the Holding Company and its subsidiary is disqualified as on March 31, 2021 from being appointed as a director in terms of Section 164 (2) of the Act.
- f) With respect to the adequacy of the internal financial controls over financial reporting of the Holding Company and its subsidiary Company incorporated in India and the operating effectiveness of such controls, refer to our separate Report in "Annexure B". Our report expresses an unmodified opinion on the adequacy and operating effectiveness of such controls.
- g) With respect to the other matters to be included in the Auditor's Report in accordance with the requirements of section 197(16) of the Act, as amended:

In our opinion and to the best of our information and according to the explanations given to us the remuneration paid by the Holding Company to the directors during the year is in accordance with the provisions of section 197 of the Act.

- h) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
 - i. The Consolidated financial statements disclose the impact of pending litigations on the consolidated financial position of the group (Refer Note 49 of the consolidated financial statements.)
 - ii. The Group did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses.
 - iii. There are no amounts required to be transferred to the Investor Education and Protection Fund by the Holding Company and its Subsidiary Company.

For BATLIBOI & PUROHIT

Chartered Accountants
ICAI Firm Reg. No.101048W

Kaushal Mehta

Partner
Membership No. 111749
ICAI UDIN: 20111749AAAACO6662

Place : Mumbai

Date :28 June 2021

Annexure - A to the Auditors' Report

Report on the Internal Financial Controls under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 ("the Act")

Opinion

In conjunction with our audit of the consolidated financial statements of **Gokak Textiles Limited** ("the Holding Company") as of and for the year ended March 31, 2021, we have audited the internal financial controls over financial reporting with respect of the Consolidated financial statements of the Holding Company and its subsidiary incorporated in India as of that date.

In our opinion, and to the best of our information and according to the explanations given to us the Holding Company and its subsidiary incorporated in India have, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at 31 March, 2021 based on the internal control over financial reporting criteria established by the respective companies considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the ICAI

Management's Responsibility for Internal Financial Controls

The respective Company's management and the Board of Directors are responsible for establishing and maintaining Internal Financial Controls based on the Internal Control over Financial Reporting criteria established by the Company considering the essential components of Internal Control stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting issued by the Institute of Chartered Accountants of India ('ICAI'). These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

Auditors' Responsibility

Our responsibility is to express an opinion on the Internal Financial Controls over Financial Reporting of the Holding Company and its Subsidiary Company incorporated in India based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls over Financial Reporting (the "Guidance Note") issued by ICAI and the Standards on Auditing, prescribed under section 143(10) of the Companies Act, 2013, to the extent applicable to an Audit of Internal Financial Controls. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain Reasonable Assurance about whether adequate Internal Financial Controls over Financial Reporting was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the Internal Financial Controls system over Financial Reporting and their operating effectiveness. Our audit of Internal Financial Controls over Financial Reporting included obtaining an understanding of Internal Financial Controls over Financial Reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of Internal Control based on the assessed risk. The procedures selected depend on the Auditor's Judgment, including the assessment of the risks of material misstatement of the Ind AS Financial Statements, whether due to fraud or error.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Holding Company's and subsidiary Company's Internal Financial Controls system over Financial Reporting with reference to the Consolidated Financial statements.

Meaning of Internal Financial Controls over Financial Reporting

A company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance

with generally accepted accounting principles. A company's internal financial control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorisations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorised acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Inherent Limitations of Internal Financial Controls Over Financial Reporting

Because of the inherent limitations of internal financial controls over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls over financial reporting to future periods are subject to the risk that the internal financial control over financial reporting may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

For BATLIBOI & PUROHIT

Chartered Accountants
ICAI Firm Reg. No.101048W

Kaushal Mehta

Partner
Membership No. 111749
ICAI UDIN: 20111749AAAACO6662

Place : Mumbai
Date : June 28, 2021

GOKAK TEXTILES LIMITED
CONSOLIDATED BALANCE SHEET AS AT 31ST MARCH, 2021

Particulars	Note No.	As at 31 st March 2021 (₹ In Lakhs)	As at 31 st March 2020 (₹ In Lakhs)
Assets			
1 Non-current assets			
a) Property, Plant and Equipment	4	8,567.17	9,297.86
b) Capital work-in-progress		-	0.39
c) Right of use asset	5	12.18	19.72
d) Investment Property	6	11.35	11.35
e) Other Intangible assets	7	7.01	7.47
		8,597.71	9,336.79
f) Financial Assets:			
i) Investments			
a) Other Investments	8	0.03	0.03
		0.03	0.03
g) Tax assets			
i) Deferred tax assets (net)	10	-	-
ii) Income tax assets (net)	11	83.21	101.81
		83.21	101.81
h) Other non-current assets	12A	629.45	926.22
Total Non-current assets		9,453.75	10,502.04
2 Current assets			
a) Inventories	13	1,847.71	2,022.03
b) Financial Assets:			
i) Trade receivables	14	943.47	999.82
ii) Cash and cash equivalents	15A	339.90	319.84
iii) Bank balances other than (ii) above	15B	767.20	983.86
iv) Other financial assets	9B	296.49	515.97
		2,347.06	2,819.50
c) Other current assets	12B	105.33	95.91
		2,452.39	2,915.40
Assets classified as held for sale		17.60	17.60
Total Current assets		4,317.70	4,955.03
Total Assets		13,771.45	15,457.07
Equity and Liabilities			
Equity			
a) Equity share capital	17	649.93	649.93
b) Other equity	18	(13,580.32)	(10,142.51)
Equity attributable to owners of the Company		(12,930.39)	(9,492.58)
Total Equity		(12,930.39)	(9,492.58)
Non Controlling Interest		(1,282.56)	(888.87)
Liabilities			
1 Non-current liabilities			
a) Financial liabilities:			
i) Borrowings	19	14,765.75	14,089.09
ii) Lease liabilities		15.42	19.23
iii) Other financial liabilities		-	-
		14,781.17	14,108.32
b) Provisions	20A	1,440.14	1,318.49
Total Non-current liabilities		16,221.31	15,426.81

Particulars	Note No.	As at 31 st March 2021 (₹ In Lakhs)	As at 31 st March 2020 (₹ In Lakhs)
2 Current liabilities			
a) Financial liabilities:			
i) Borrowings	21	6,089.52	5,616.25
ii) Trade payables	22	3,230.44	2,823.16
iii) Lease Liabilities		3.81	7.45
iv) Other financial liabilities	23	2,171.82	1,874.14
		11,495.59	10,321.00
b) Provisions	20B	159.32	22.44
c) Other current liabilities	24	108.18	68.27
		267.50	90.71
Total Current Liabilities		11,763.09	10,411.71
Total Liabilities		27,984.40	25,838.52
Total Equity and Liabilities		13,771.45	15,457.07

See accompanying notes forming part of the financial statements

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As per our report of even date

For and on behalf of the Bord of Director

For BATLIBOI & PUROHIT

Chartered Accountants
Firm Reg No. 101048W

Kaushal Mehta

Partner
Membership No. 111749

Place: Mumbai
Date: June 28, 2021

Vipan Kumar Sharma
Chief Financial Officer

Rakesh M. Nanwani
Company Secretary
Membership No. A45718

Vinod Bhandawat

Chairman
(DIN: 02873571)

Ramesh R. Patil

CEO & Managing Director
(DIN: 07568951)

Place: Mumbai
Date: June 28, 2021

GOKAK TEXTILES LIMITED
CONSOLIDATED STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED 31 ST MARCH, 2021

Particulars	Note No.	Year ended 31 st March, 2021 (₹ In Lakhs)	Year ended 31 st March, 2020 (₹ In Lakhs)
I Revenue from operations	25	11,081.43	10,288.74
II Other income	26	244.56	453.81
III Total Income (I + II)		11,325.99	10,742.55
IV Expenses:			
Cost of materials consumed	27	6,630.41	6,357.98
Changes in inventories of finished goods, work-in-progress and stock-in-trade	28	145.37	467.32
Employee benefits expense	29	3,275.93	2,960.28
Finance costs	30	2,126.27	1,991.03
Depreciation and amortisation expense	31	709.38	710.89
Other expenses	32	2,240.80	3,013.71
Total expenses		15,128.16	15,501.21
V Profit / (Loss) before exceptional items and tax (III - IV)		(3,802.17)	(4,758.66)
VI Exceptional items - Income		-	-
VII Profit / (loss) before tax (V + VI)		(3,802.17)	(4,758.66)
VIII Tax expense:			
(a) Current tax	33	-	-
(b) Deferred tax	33	-	-
IX Profit / (loss) for the year		(3,802.17)	(4,758.66)
X Other Comprehensive Income			
(a) Items that will not be reclassified to profit or loss			
Remeasurement of the defined benefit plans (net of taxes)		(29.32)	(18.79)
(b) Items that will be reclassified to profit or loss		-	-
Other Comprehensive Income A		(29.32)	(18.79)
XI Total Comprehensive Income for the period (IX + X)		(3,831.49)	(4,777.45)
XII Profit for the year attributable to:			
- Owners of the Company		(3,410.68)	(4,452.88)
- Non-controlling interests		(391.49)	(305.78)
		(3,802.17)	(4,758.66)
XIII Other comprehensive income for the year attributable to:			
- Owners of the Company		(27.12)	(18.76)
- Non-controlling interests		(2.20)	(0.04)
		(29.32)	(18.79)
XIV Total comprehensive income for the year attributable to:			
- Owners of the Company		(3,437.80)	(4,471.63)
- Non-controlling interests		(393.68)	(305.82)
		(3,831.49)	(4,777.45)
XV Earning per equity share	34	(52.48)	(68.51)
Basic and diluted earnings per equity share (in Rs)			

See accompanying notes forming part of the financial statements

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As per our report of even date

For and on behalf of the Board of Director

For **BATLIBOI & PUROHIT**Chartered Accountants
Firm Reg No. 101048W**Vinod Bhandawat**Chairman
(DIN: 02873571)**Kaushal Mehta**Partner
Membership No. 111749**Vipan Kumar Sharma**
Chief Financial Officer**Ramesh R. Patil**CEO & Managing Director
(DIN: 07568951)**Rakesh M. Nanwani**
Company Secretary
Membership No. A45718Place: Mumbai
Date: June 28, 2021Place: Mumbai
Date: June 28, 2021

GOKAK TEXTILES LIMITED
CONSOLIDATED STATEMENT OF CASH FLOW FOR THE YEAR ENDED 31ST MARCH, 2021

	Year ended 31 st March, 2021 (₹ In Lakhs)	Year ended 31 st March, 2020 (₹ In Lakhs)
A. CASH FLOW FROM OPERATING ACTIVITIES		
Profit / (Loss) before tax	(3,802.17)	(4,758.66)
Adjustments for:		
Depreciation	709.38	710.89
Dividend Income	-	(0.01)
Interest income	(25.41)	(79.58)
Interest and financial charges	2,126.27	1,991.03
Loss / (Profit) on fixed assets / capital work in progress sold / written off	(63.65)	(227.39)
Credit balances / excess provision written back	(18.37)	(24.61)
Net Foreign exchange gains/(losses)	(0.02)	0.73
Provision for Doubtful Debts	2.40	77.60
Trade and other receivable advance written off	9.36	14.18
Provision for Doubtful Advances	6.81	96.31
Operating loss before working capital changes	(1,055.40)	(2,199.51)
Adjustments for :		
(Increase)/ Decrease in Inventories	174.32	463.02
(Increase)/ Decrease in Trade and other receivables	538.44	155.96
(Increase)/ Decrease in Provisions	182.42	121.89
Increase/ (Decrease) in Trade payables and other liabilities	331.84	(101.31)
Cash generated from operations	171.62	(1,559.95)
Direct Taxes (paid) / refund	18.59	(17.95)
Net cash (used in) / from operating activities	190.21	(1,577.90)
B. CASH FLOW FROM INVESTING ACTIVITIES		
Dividend Income	-	0.01
Purchase of PPE and Intangible assets	(32.93)	(26.09)
Sale of Fixed Assets	126.27	281.37
Net Movement in bank balance not considered as cash and cash equivalents	216.66	(62.36)
Interest received	25.41	79.58
Net cash (used in)/ from investing activities	335.41	272.51
C. CASH FLOW FROM FINANCING ACTIVITIES		
Proceeds of Long/Short Term Borrowing	450.00	4,505.17
Repayment of Long/Short Term Borrowing	(625.89)	(1,209.00)
Lease rentals paid	(10.04)	(2.17)
Interest paid	(319.63)	(1,700.45)
Net cash (used in)/from financing activities	(505.56)	1,593.55
NET INCREASE/(DECREASE) IN CASH & CASH EQUIVALENTS	20.06	288.16
Cash and Cash equivalents at the beginning of the year	319.84	31.68
Cash and Cash equivalents at the end of the year	339.90	319.84
D. COMPONENTS OF CASH AND CASH EQUIVALENTS		
Cash on Hand	2.92	2.51
Balances with banks:		
- In current accounts	336.98	317.33
- In deposit accounts		
	339.90	319.84

Movement in financial liabilities included under financing activities in statement of cash flows :

Particulars	As on 1st April 2020	Net Cash inflow / (outflow)	Non cash movement (Interest Accrued)	As on 31st March 2021
Long Term & Short Term Borrowings	18,070.55	(495.53)	1,699.27	19,274.29
Debt component of preference shares	2,843.79	-	320.04	3,163.84

Notes

- 1 The Cash Flow statement has been prepared following the indirect method as specified in IND AS- 7.
- 2 Previous year's figures have been rearranged / regrouped wherever necessary.

**As per our report of even date
For BATLIBOI & PUROHIT**
Chartered Accountants
Firm Reg No. 101048W

Kaushal Mehta
Partner
Membership No. 111749

Place: Mumbai
Date: June 28, 2021

Vipan Kumar Sharma
Chief Financial Officer

Rakesh M. Nanwani
Company Secretary
Membership No. A45718

**For and on behalf of the Bord of Director
Vinod Bhandawat**
Chairman
(DIN: 02873571)

Ramesh R. Patil
CEO & Managing Director
(DIN: 07568951)

Place: Mumbai
Date: June 28, 2021

GOKAK TEXTILES LIMITED
CONSOLIDATED STATEMENT OF CHANGES IN EQUITY FOR THE YEAR ENDED 31ST MARCH, 2021

(₹ In Lakhs)

Statement of changes in equity for the year ended 31 st March, 2021	
Balance as at 31 st March 2019	Amount
Changes in equity share capital during the year	649.93
Balance as at 31 st March 2020	-
Changes in equity share capital during the year	649.93
Balance as at 31 st March, 2021	-
Balance as at 31st March, 2021	649.93

(₹ In Lakhs)

Statement of changes in equity for the year ended 31 st March, 2021					
b. Other equity	Equity Components of Compound Financial Instruments	Reserves and surplus			Total Equity Attributable to the Equity Holders of the Company
		General reserve	Retained earnings	Total	
Balance at March 31, 2019	15,417.23	7,160.32	(28,240.89)	(21,080.57)	(5,663.34)
Ind AS 116 transition adjustment (Refer Note 3(q))	-	-	(7.53)	(7.53)	(7.53)
Profit/(loss) for the year	-	-	(4,452.88)	(4,452.88)	(4,452.88)
Remeasurement of the net defined benefit liability/asset, net of income tax	-	-	(18.76)	(18.76)	(18.76)
Total comprehensive income for the year	-	-	(4,471.64)	(4,471.64)	(4,471.64)
Balance at March 31, 2020	15,417.23	7,160.32	(32,720.06)	(25,559.74)	(10,142.51)
Profit/(loss) for the year	-	-	(3,410.68)	(3,410.68)	(3,410.68)
Remeasurement of the net defined benefit liability/asset, net of income tax	-	-	(27.12)	(27.12)	(27.12)
Total comprehensive income for the year	-	-	(3,437.80)	(3,437.80)	(3,437.80)
Balance at March 31, 2021	15,417.23	7,160.32	(36,157.86)	(28,997.56)	(13,580.32)

As per our report of even date

For BATLIBOI & PUROHIT

Chartered Accountants
Firm Reg No. 101048W

Kaushal Mehta

Partner
Membership No. 111749

Place: Mumbai
Date: June 28, 2021

Vipan Kumar Sharma
Chief Financial Officer

Rakesh M. Nanwani
Company Secretary
Membership No. A45718

For and on behalf of the Bord of Director

Vinod Bhandawat

Chairman
(DIN: 02873571)

Ramesh R. Patil

CEO & Managing Director
(DIN: 07568951)

Place: Mumbai
Date: June 28, 2021

GOKAK TEXTILES LIMITED
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2021

1 Corporate Information

The company was incorporated under the Companies Act, 1956 under the name of ANS Textiles (Bangalore) Limited on March 27, 2006. The name was changed to Gokak Textiles Limited, with effect from January 23, 2007. As per the scheme of arrangement under the Companies Act, 1956 the Textile Division of erstwhile Forbes Gokak Limited (now known as Forbes & Company Limited) was transferred to Gokak Textiles Limited with effect from April 1, 2007. The group is in the business of textile, manufacturing cotton yarn, blended yarn, industrial fabrics, terry towels, t-shirts, polos, undergarments, sweaters, etc. and generation of hydro power.

2 Basis of Consolidation**(i) Subsidiaries**

Subsidiaries are all entities over which the Group has control. The Group controls an entity when the Group is exposed to, or has rights to, variable returns from its involvement with the entity and has the ability to affect those returns through its power to direct the relevant activities of the entity. Subsidiaries are fully consolidated from the date on which control is transferred to the Group. They are deconsolidated from the date that control ceases.

The acquisition method of accounting is used to account for business combinations by the Group.

The Group combines the financial statements of the parent and its subsidiaries line by line adding together like items of assets, liabilities, equity, income and expenses. Intergroup transactions, balances and unrealised gains on transactions between Group companies are eliminated. Unrealised losses are also eliminated unless the transaction provides evidence of an impairment of the transferred asset. Accounting policies of subsidiaries have been changed where necessary to ensure consistency with the policies adopted by the Group.

(ii) Non - controlling interests (NCI)

NCI are measured at their proportionate share of the acquiree's net identifiable assets at the date of acquisition.

Changes in the Group's equity interest in a subsidiary that do not result in a loss of control are accounted for as equity transactions.

(iii) Associates

Associates are all entities over which the Group has significant influence but not control or joint control over the financial and operating policies.

Interests in associates are accounted for using the equity method. They are initially recognised at cost which includes transaction cost. Subsequent to initial recognition, the consolidated financial statements include the Group's share of profit or loss and other comprehensive income of equity accounted investees until the date on which significant influence ceases.

(iv) Equity method

Under the equity method of accounting, the investments are initially recognised at cost and adjusted thereafter to recognise the Group's share of the post-acquisition profits or losses of the investee in profit and loss, and the Group's share of other comprehensive income of the investee in other comprehensive income. Dividends received or receivable from associates and joint ventures are recognised as a reduction in the carrying amount of the investment.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2021 - Continued

When the Group's share of losses in an equity-accounted investment equals or exceeds its interest in the entity, including any other unsecured long-term receivables, the Group does not recognise further losses, unless it has incurred obligations or made payments on behalf of the other entity.

(v) Transactions eliminated on consolidation

Intra - Group balances and transactions, and any unrealised income and expenses arising from intra - Group transactions, are eliminated. Unrealised gains arising from transactions with equity accounted investees are eliminated against the investment to the extent of the Group's interest in the Investee. Unrealised losses are eliminated in the same way as unrealised gains, but only to the extent that there is no evidence of impairment.

(vi) Subsidiary companies considered in the consolidated financial statements:

Name of the company	Relationship	Country of incorporation	Ownership Interest (in %)	
			31-Mar-21	31-Mar-20
Gokak Power & Energy Limited	Subsidiary	India	51%	51%

(vii) Principles of consolidation

These consolidated financial statements have been prepared by consolidation of the financial statements of the group and its subsidiaries on a line-by-line basis after fully eliminating the inter-group transactions.

a) Statement of Compliance :

The consolidated financial statements have been prepared in accordance with Indian Accounting Standards (Ind AS) notified under Section 133 of the Companies Act, 2013 [the Companies (Indian Accounting Standards) Rules, 2015 as amended thereon] and on accrual basis.

b) Basis of Preparation and presentation :

- i. The Consolidated financial statements of the group have been prepared in accordance with Indian Accounting Standards ("Ind AS") as notified by Ministry of Corporate Affairs pursuant to Section 133 of the Companies Act, 2013, read with Companies (Indian Accounting Standards) Rules, 2015 as amended thereon and other relevant provisions of the Act (to the extent notified) and guidelines issued by the Securities and Exchange Board of India (SEBI).
- ii. All assets and liabilities have been classified as current or non-current as per the group's normal operating cycle and other criteria set out in the Schedule III to the Companies Act, 2013. Based on the nature of products/activities of the group and the normal time between acquisition of assets for processing and their realisation in cash and cash equivalents, the group has ascertained its operating cycle as 12 months for the purpose of classification of its assets and liabilities as current and non current .
- iii. The consolidated financial statements have been prepared on a historical cost basis, except for the following:
 - (a) Certain financial assets and liabilities that are measured at fair value;
 - (b) Non-current assets held for sale - measured as lower of carrying value or fair value less cost to sale;
 - (c) Defined benefit plans - plan assets measured at fair value.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2021 - Continued

- iv. All amounts disclosed in the financial statements and notes have been rounded off to the nearest lakh as per the requirement of Schedule III to the Companies Act, 2013, unless otherwise stated.

3 Accounting Policies**(a) Use of Estimates :**

The preparation of the consolidated financial statements in conformity with Ind AS requires the Management to make estimates and assumptions considered in the reported amounts of assets and liabilities (including contingent liabilities) and the reported income and expenses during the year. The Management believes that the estimates used in preparation of the consolidated financial statements are prudent and reasonable. Future results could differ due to these estimates and the differences between the actual results and the estimates are recognised in the periods in which the results are known / materialise.

(b) Property, plant and equipment:

The group has applied for the one time transition exemption of considering the carrying cost on the transition date i.e. October 1, 2015 as the deemed cost under Ind AS. Hence, regarded thereafter as historical cost.

Freehold land is carried at cost. All other items of property, plant and equipment are stated at cost less depreciation and impairment, if any. The cost comprises purchase price (excluding refundable taxes), borrowing costs if capitalization criteria are met and directly attributable cost of bringing the asset to its working condition for the intended use.

Depreciation on property, plant and equipment has been provided on straight line method as per the useful life prescribed in Schedule II to the Companies Act 2013. Cost of leasehold land is amortised over the period of lease.

Sr. No.	Particulars	Useful Life In years
1	Factory Building & Structures	3 to 60 years
2	Residential Buildings	30 to 60 years
3	Plant & Machinery	10 to 40 years
4	Furniture, fixture	10 years
5	Office Equipment	3 to 15 years
6	Motor Vehicles	8 to 10 years

(c) Intangible Assets:

Intangible assets are stated at cost less accumulated amortisation and impairment, if any. Intangible assets are amortized over the estimated useful life of respective intangible assets on a straight line basis, from the date they are available for use.

The useful lives of intangible assets are assessed as either finite or indefinite. Finite-life intangible assets are amortised on a straight-line basis over the period of their expected useful lives. Estimated useful lives by major class of finite-life intangible assets are as follows: Computer Software - 6 Years

(d) Investment property :

Investment properties are properties held to earn rentals and/or for capital appreciation (including property under construction for such purposes). Investment properties are measured initially at cost, including transaction costs. Subsequent to initial recognition, investment properties are measured in accordance with Ind AS 16's requirements for cost model.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2021 - Continued

An investment property is derecognised upon disposal or when the investment property is permanently withdrawn from use and no future economic benefits are expected from the disposal. Any gain or loss arising on derecognition of the property (calculated as the difference between the net disposal proceeds and the carrying amount of the asset) is included in the statement of profit or loss in the period in which the property is derecognised.

(e) Financial instruments :

Financial assets and financial liabilities are recognised when the group becomes a party to the contractual provisions of the instruments.

Financial assets and financial liabilities are recognised at fair value on initial recognition, except for trade receivables which are initially measured at transaction price. Transaction costs that are directly attributable to the acquisition or issue of financial assets and financial liabilities (other than financial assets and financial liabilities at fair value through profit or loss) are added to or deducted from the fair value of the financial assets or financial liabilities, as appropriate, on initial recognition. Transaction costs directly attributable to the acquisition of financial assets or financial liabilities at fair value through profit or loss are recognised immediately in profit or loss. “

Financial assets :

The group classifies its financial assets in the following categories:

- (i) those to be measured subsequently at fair value (either through other comprehensive income or through the statement of profit and loss), and
- (ii) those measured at amortised cost
The classification depends on the group's business model for managing the financial assets and the contractual terms of the cash flows.

Equity instruments: The group measures its equity instruments at fair value through profit and loss.

Impairment of financial asstes: The Group measures the expected credit loss associated with its assets based on historical trends, industrial practices and the business environment in which the entity operates or any other appropriate basis. The impairment methodology applied depends on whether there has been a significant increase in credit risk.

Financial liabilities and equity :

Classification as debt or equity

Debt and equity instruments issued by a group are classified as either financial liabilities or as equity in accordance with the substance of the contractual arrangements and the definitions of a financial liability and an equity instrument.

Financial liabilities

All financial liabilities are subsequently measured at amortised cost using the effective interest method or at fair value through profit or loss (FVTPL).

Financial liabilities that are not held-for-trading and are not designated as at FVTPL are measured at amortised cost at the end of subsequent accounting periods. The carrying amounts of financial liabilities that are subsequently measured at amortised cost are determined based on the effective interest method.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2021 - Continued**Equity**

An equity is any contract that evidences a residual interest in the assets of an entity after deducting all of its liabilities. Equity instruments issued by a group entity are recognised at the proceeds received, net of direct issue costs.

(f) Inventories :

Inventories are valued at lower of cost and net realisable value. Cost is determined as follows:

Sr. No	Particulars	Method of determining cost
1	Stores, Spares and Loose Tools	Weighted average for Mills unit and FIFO basis for Garment Division.
2	Raw Materials:	
	(i) Cotton & Other Fibers	Specific identification for Mills unit and FIFO basis for garment unit.
	(ii) Others	Weighted average
3	Stock-in-Process	Aggregate of material cost and production overheads and other attributable expenses up to stage of completion.
4	Finished Goods:	
	(i) Produced	Aggregate of material cost and production overheads.

(g) Borrowing Cost :

Borrowing costs that are directly attributable to the acquisition or construction of qualifying assets are capitalised for the period until the asset is ready for its intended use. A qualifying asset is an asset that necessarily takes substantial period of time to get ready for its intended use. Other borrowing costs are recognised as an expense in the period in which they are incurred.

(h) Revenue Recognition :

Revenue from sale of goods is recognised when control of the products being sold is transferred to our customer and when there are no longer any unfulfilled obligations. The Performance Obligations in our contracts are fulfilled at the time of dispatch, delivery or upon formal customer acceptance depending on customer terms. Revenue is measured on the basis of contracted price, after deduction of any trade discounts, volume rebates and any taxes or duties collected on behalf of the Government such as goods and services tax, etc. Accumulated experience is used to estimate the provision for such discounts and rebates. Revenue is only recognised to the extent that it is highly probable a significant reversal will not occur. Our customers have the contractual right to return goods only when authorised by the Group. An estimate is made of goods that will be returned and a liability is recognised for this amount using a best estimate based on accumulated experience.

Income from services rendered is recognised based on agreements/arrangements with the customers as the service is performed and there are no unfulfilled obligations.

Revenue from Generation, Transmission and Distribution of power is recognised net of cash discounts, for each unit of electricity delivered at the contracted rate.

Revenue from renewable energy certificates is recognised on accrual basis.

(i) Manufacturing and Operating Expenses :

Operating expenses and standing charges are charged to revenue on accrual basis.

(j) Foreign Exchange Transactions :

The functional currency of the group is the Indian rupee. These consolidated financial statements are presented in Indian rupees (rounded off to lakh).

Foreign currency transactions are recorded at the exchange rate prevailing at the date of transaction. Monetary assets and liabilities related to foreign currency transactions remaining unsettled are translated at the year-end rate and difference in translation and realised gains and losses on foreign exchange transactions are recognised in the statement of profit and loss.

(k) Provisions and Contingent Liability :

A provision is recognised when enterprise has present obligation as a result of past event; it is probable that an outflow of resources will be required to settle the obligations, in respect of which a reliable estimate can be made. Provisions are determined based on best estimates required to settle the obligation at the balance sheet date. These are reviewed at each balance sheet date and adjusted to reflect the current best estimates.

Contingent liabilities are disclosed in respect of possible obligations that arise from past events but their existence will be confirmed by the occurrence or non-occurrence of one or more uncertain future events not wholly within the control of the group or where any present obligation can not be measured in terms of future outflow of resources or where a reliable estimate of the obligation can not be made.”

(l) Grants :

Grants from the Government are recognised at their fair value where there is reasonable assurance that the grant will be received and the group will comply with all attached conditions.

(m) Accounting for Taxes on Income :

Tax expense for the year comprises of current tax and deferred tax. Current Income Tax is measured at the amount expected to be paid to the tax authorities in accordance with Indian Income Tax Act.

Deferred Tax Assets and Liabilities are measured using tax rates and tax laws that have been enacted / substantively enacted as on the balance sheet date. Deferred tax assets and liabilities are determined for all temporary timing difference arising between the taxable income and accounting income. Deferred tax assets are recognised for all deductible temporary differences and unused tax losses, only if it probable that future taxable amounts will be available to utilise those temporary differences and losses. Deferred Tax Assets/Liabilities are reviewed for the appropriateness of their respective carrying values at each balance sheet date.

Current and deferred tax is recognised in the statement of profit and loss, except to the extent that it related to the items recognised in other comprehensive income or directly in equity.

Minimum Alternate Tax (MAT) credit is recognized as an asset only when and to the extent there is convincing evidence that the group will pay normal income tax during the specified period. The group reviews the same at each Balance Sheet date and writes down the carrying amount of MAT credit entitlement to the extent there is no longer convincing evidence to the effect that group will pay normal income tax during the specified period.

(n) Earnings per Share :

Basic earnings per share is calculated by dividing the net profit / (loss) attributable to the owners of the group by the weighted average number of equity shares outstanding for the year. Diluted earnings per equity share have been computed using the weighted average number of equity shares and dilutive potential equity shares outstanding during the year.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2021 - Continued**(o) Impairment of non-financial assets :**

The group assesses at each Balance Sheet date whether there is any indication that an asset may be impaired. If any such condition exists, the group estimates the recoverable amount of the assets. If the recoverable amount of such assets or recoverable amount of cash generating units to which the assets belongs is less than its carrying amount, the carrying amount is reduced to its recoverable amount. The reduction is treated as an impairment loss and is recognised in the statement of profit and loss. If at the Balance Sheet date there is an indication that if a previously assessed impairment loss no longer exists, the recoverable amount is reassessed and the asset is reflected at lower of historical cost or recoverable amount.

(p) Borrowings :

Borrowings are initially recognised at net of transaction costs incurred and measured at amortised cost. Any difference between the proceeds (net of transaction costs) and the redemption amount is recognised in the Statement of Profit and Loss over the period of the borrowings using the effective interest method.

Preference shares, which are mandatorily redeemable on a specific date are classified as liabilities or equity or both as per the terms attached.

(q) Leases :**As a lessee**

The Group has adopted modified retrospective approach under Ind AS 116 - Leases, with effect from April 01, 2019. Accordingly, the Group has recognised 'Right of use (ROU)' assets of ₹ 26.92 lakhs (including reclassification of leasehold land of Rs 1.50 lakhs), accumulated amortisation of ₹ 11.74 lakhs and present value of lease liabilities of ₹ 21.22 lakhs as on April 01, 2019. In the statement of profit and loss for the year, instead of rent expenses (as accounted under previous periods), amortisation of right of use has been accounted under depreciation and amortisation expenses and unwinding of discount on lease liabilities has been accounted under finance cost. The impact on the profits / (loss) for the year due the above change in accounting policy is additional expense of ₹ 0.92 lakhs.

The Group leases primarily consist of leases of land and office premises. The Group assesses whether a contract contains a lease, at inception of a contract. A contract is, or contains, a lease if the contract conveys the right to control the use of an identified asset for a period of time in exchange for consideration. At the date of commencement of the lease, the Group recognizes a ROU and a corresponding lease liability for all lease arrangements in which it is a lessee, except for leases with a term of twelve months or less (short-term leases) and low value leases. For these short-term and/or low value leases, the Group recognises the lease payments as an operating expense on a straight-line basis over the term of the lease. Certain lease arrangements includes the options to extend or terminate the lease before the end of the lease term. ROU assets and lease liabilities includes these options when it is reasonably certain that they will be exercised.

The ROU assets are initially recognized at cost, which comprises the initial amount of the lease liability adjusted for any lease payments made at or prior to the commencement date of the lease plus any initial direct costs less any lease incentives. They are subsequently measured at cost less accumulated depreciation and impairment losses. Currently, ROU assets are being amortised over a period of 3-5 years based on lease term being lower of lease term and estimated useful life of underlying assets.

Lease liability and ROU asset have been separately presented in the Balance Sheet and lease payments have been classified as financing activities in statement of cash flows.

As a lessor

Lease income from operating leases where the Group is a lessor is recognized in income on a straight-line basis over the lease term unless the receipts are structured to increase in line with expected general inflation to compensate for the expected inflationary cost increases.

(r) Cash and cash equivalents :

For the purpose of presentation in the statement of cash flows, cash and cash equivalents includes cash in hand, bank overdraft, deposits held at call with financial institutions, other short-term highly liquid investments with original maturities of three months or less that are readily convertible to known amounts of cash and which are subject to an insignificant risk of changes in value.

(s) Non-current assets held for sale :

Non-current assets are classified as held for sale if their carrying amount will be recovered principally through a sale transaction rather than through continuing use and a sale is considered highly probable. They are measured at the lower of their carrying amount and fair value less costs to sell, except for assets such as deferred tax assets, assets arising from employee benefits, financial assets and contractual rights under insurance contracts, which are specifically exempt from this requirement. Non-current assets are not depreciated or amortised while they are classified as held for sale.

(t) Segment reporting :

Operating segments are reported in a manner consistent with the internal reporting provided to the chief operating decision maker.

(u) Employee Benefits :

Short-term Obligations :

All employee benefits payable wholly within twelve months of rendering the service are classified as short term employee benefits. Benefits such as salaries, performance incentives, etc., are recognized as an expense at the undiscounted amount in the Statement of Profit and Loss of the year in which the employee renders the related service.

Other long-term employee benefit obligations

Long-term compensated absence of permanent employees is provided for on the basis of an actuarial valuation, using the projected unit credit method, as at the date of the Balance Sheet. Remeasurements as a result of experience adjustments and changes in actuarial assumptions are recognised in the Statement of Profit and Loss. Compensated absence of badli workers is provided on accrual basis.

Defined Contribution Plans:

Employee benefits in the form of Provident Fund and Superannuation are considered as defined contribution plan and the contributions are charged to the Statement of Profit and Loss of the year when the contributions to the respective funds are due.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2021 - Continued**Defined Benefit Plan**

Retirements benefits in the form of Gratuity for eligible permanent employees is considered as defined benefit obligations and are provided on the basis of actuarial valuation, using the projected unit credit method. Gratuity of badli workers is determined on accrual basis.

The present value of the defined benefit obligation is determined by discounting the estimated future cash outflows by reference to market yields at the end of the reporting period on government bonds that have terms approximating to the terms of the related obligation.

The net interest cost is calculated by applying the discount rate to the net balance of the defined benefit obligation and the fair value of plan assets. This cost is included in employee benefit expense in the statement of profit and loss. Remeasurements as a result of experience adjustments and changes in actuarial assumptions are recognised in the period in which they occur, directly in other comprehensive income.

(v) Cash flow statement :

Cash flows are reported using indirect method, whereby net profits before tax is adjusted for the effects of transactions of a non-cash nature and any deferrals or accruals of past or future cash receipts or payments and items of income or expenses associated with investing or financing cash flows. The cash flows from regular revenue generating (operating activities), investing and financing activities of the Group are segregated.

(w) Recent accounting pronouncements

On July 24, 2020, the Ministry of Corporate Affairs (MCA) had issued amendments to certain Ind AS as follows:

i) Ind AS 103 - Business Combinations:

The definition of the term “business” has been revised. An optional test has been introduced to identify concentration of fair value to permit a simplified assessment of whether an acquired set of activities and assets is not a business. Additional guidance with elements of business and on assessing whether an acquired process is substantive. An entity is required to apply the amendments to business combinations for which the acquisition date is on or after the beginning of the first annual reporting period beginning on or after April 01, 2020 and to asset acquisitions that occur on or after the beginning of that period. There was no impact on the consolidated financial statements of the Group on adoption of the above amendments for the year.

ii) Ind AS 107 - Financial Instruments: Disclosures:

Additional disclosures have been introduced for uncertainties arising from interest rate benchmark reforms consequential to the hedge accounting related amendments in the Ind AS 109 – Financial Instruments. The Group did not have any transactions during the year to which these amendments were applicable.

iii) Ind AS 109 - Financial Instruments:

Temporary exceptions from applying specific hedge accounting requirements have been introduced for all hedging relationships directly affected by ‘interest rate benchmark reform’. (i.e. the market-wide reform of an interest rate benchmark, including the replacement of an interest rate benchmark with an alternative benchmark rate). This amendment is effective for annual reporting periods beginning on or after April 01, 2020. The Group did not have any transactions during the year to which these amendments were applicable.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2021 - Continued

iv) Ind AS 116 - Leases:

A practical expedient has been allowed to permit lessees to exclude COVID-19 related rent concessions to be treated as a lease modification. This amendment is applicable to the Group from annual reporting periods beginning on or after April 01, 2020. There were no rent concessions during the year and accordingly, there was no impact on the consolidated financial statements of the Group on adoption of the above amendments for the year.

v) Ind AS 1 - Presentation of Financial Statements and Ind AS 8 -Accounting Policies, Changes in Accounting Estimates and Errors (and consequential amendments to other Ind AS):

The definition of the term “material” has been revised and is applicable prospectively for annual periods beginning on or after April 01, 2020. Consequent to the revised definition of “material”, certain amendments were also notified in the Ind AS 10 - Events after the Reporting Period, Ind AS 34 - Interim Financial Reporting and Ind AS 37 -Provisions, Contingent Liabilities and Contingent Assets. There was no impact on the consolidated financial statements of the Group on adoption of this amendment for the year.

vi) Standards issued but not yet effective:

As on the date of approval of these consolidated financial statements, there were no new standards or amendments which have been notified but not yet adopted by the Group and expected to have any material impact on the consolidated financial statements of the Group.

4. Property, plant and equipment

(₹ In Lakhs)

Gross Block	Land	Building and structures	Plant and machinery	Furniture & Fixtures And Office equipments	Vehicles	Total
Gross Block						
Balance as at 1st April 2019	11.10	3,858.27	8,484.58	233.09	20.67	12,607.71
Additions	-	-	15.56	2.03	10.60	28.19
Disposal	-	(4.33)	(260.33)	(0.04)	(1.46)	(266.16)
Balance as at 31st March 2020	11.10	3,853.94	8,239.81	235.08	29.81	12,369.74
Additions	-	-	11.56	0.51	20.45	32.52
Disposal	-	(157.93)	(1,195.48)	(1.47)	(1.22)	(1,356.10)
Balance as at 31st March 2021	11.10	3,696.01	7,055.88	234.12	49.03	11,046.16
Depreciation						
Balance as at 1st April 2019	-	704.12	1,772.47	149.73	4.00	2,630.32
Depreciation expense	-	195.51	484.47	22.67	1.63	704.28
Eliminated on disposals of assets	-	(2.41)	(260.27)	(0.04)	-	(262.72)
Balance as at 31st March 2020	-	897.22	1,996.67	172.36	5.63	3,071.88
Depreciation expense	-	191.88	493.25	12.50	2.96	700.58
Eliminated on disposals of assets	-	(97.59)	(1,194.48)	(1.41)	-	(1,293.48)
Balance as at 31st March 2021	-	991.51	1,295.44	183.44	8.59	2,478.99
Carrying Amount						
Balance at March 31, 2020	11.10	2,956.72	6,243.14	62.72	24.17	9,297.86
Balance at March 31, 2021	11.10	2,704.50	5,760.44	50.67	40.43	8,567.17

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2021 - Continued

5. Right of use asset

(₹ In Lakhs)

Particulars	Leasehold land & Premises
Gross Block	
Balance as at 1st April, 2019	26.92
Additions	10.74
Deletion	-
Balance as at 31st Mar, 2020	37.66
Additions	
Deletion	
Balance as at 31st Mar, 2021	37.66
Accumulated amortisation and impairment	
Balance as at 1st April, 2019	11.74
Depreciation expense	6.20
Deletion	-
Balance as at 31st Mar, 2020	17.94
Depreciation expense	7.55
Deletion	
Balance as at 31st Mar, 2021	25.48
Carrying Amount	
Balance as at 31st Mar 2020	19.72
Balance as at 31st Mar 2021	12.18

(Refer Note 3(q) for transition effect of first time adoption of Ind AS 116)

6. Investment property

	As at 31 st March 2021	As at 31 st March 2020
Freehold land	11.35	11.35
Balance at end of year	11.35	11.35

Cost or Deemed Cost	As at 31 st March 2021	As at 31 st March 2020
Balance at beginning of year	11.35	11.35
Additions	-	-
Balance at end of year	11.35	11.35

Accumulated depreciation and impairment	As at 31 st March 2021	As at 31 st March 2020
Balance at beginning of year	-	-
Additions	-	-
Balance at end of year	-	-

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2021 - Continued

At cost	As at 31st March 2021	As at 31st March 2020
Freehold land	11.35	11.35
Balance at end of year	11.35	11.35

Fair Value :-

As at 31st March 2020	375.00
As at 31st March 2019	495.00

Estimation of Fair value --

The fair valuation is based on current marked prices of similar properties. This valuation is based on valuations performed by independent valuers. fair valuation is based on sales comparison method based on market approach. The fair value measurement is categorised in level 2 fair value hierarchy.

There were no rental income or direct operating expenses arising from investment property

7. Other intangible assets

(₹ In Lakhs)

Particulars	Computer Software
Gross Block	
Balance as at 31st March 2019	71.50
Addition	7.60
Deletion	-
Balance as at 31st March 2020	79.10
Addition	0.80
Deletion	-
Balance as at 31st March 2021	79.90
Accumulated depreciation and impairment	
Balance as at 31st March 2019	71.22
Eliminated on disposal of Assets	-
Depreciation expense	0.41
Balance as at 31st March 2020	71.63
Eliminated on disposal of Assets	-
Depreciation expense	1.26
Balance as at 31st March 2021	72.89
Carrying Amount	-
Balance as at 31st March, 2020	7.47
Balance as at 31st March, 2021	7.01

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2021 - Continued

8. Non Current Investments

(₹ In Lakhs)

Break-up of investments				
Particulars	As at 31st March 2021		As at 31st March 2020	
	Qty	Amount	Qty	Amount
a) Other Investments (FVTPL)				
Unquoted Investments (all fully paid)				
In Equity Instruments				
i Equity shares of ₹ 10/- each of Zoroastrian Co-op Bank Ltd.	250	0.03	250	0.03
ii In unquoted 2600 equity shares of ₹ 10 each fully paid up of Suryoday One Energy Pvt. Ltd.	2,600	0.26	2,600	0.26
Less: Share of loss	-	(0.26)		(0.26)
TOTAL AGGREGATE OF UNQUOTED INVESTMENTS		0.03		0.03

8.1 Category-wise other investments – as per Ind AS 109 classification

(₹ In Lakhs)

Particulars	As at 31st March 2021	As at 31st March 2020
Investments carried at fair value through profit or loss (FVTPL)		
1. In unquoted equity shares of Zoroastrian Co- Operative Bank limited.*	0.03	0.03
	0.03	0.03

* Value of these shares is ₹ 2,500/-

9 Other financial assets

9A Non current

(₹ In Lakhs)

Particulars	As at 31st March 2021	As at 31st March 2020
Security deposits		
- Unsecured, considered good	143.35	137.19
- Doubtful	-	-
Less : Allowance for bad and doubtful deposits	-	-
Total	143.35	137.19

9B Current Assets

(₹ In Lakhs)

Particulars	As at 31st March 2021	As at 31st March 2020
Other current receivables		
- Staff advance - Unsecured, considered good	4.79	10.10
Insurance Claim Receivables	1.53	215.00
Refund of electricity charges - Unsecured, considered good	222.91	222.91
Other Recoveries	67.27	67.96
Total	296.49	515.97

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2021 - Continued

10. Deferred tax balances

The following is the analysis of deferred tax assets/(liabilities) presented in the balance sheet:

(₹ In Lakhs)

Particulars	As at 31 st March 2021	As at 31 st March 2020
Deferred tax assets	2,476.84	2,530.66
Deferred tax liabilities	2,476.86	2,530.66
Net	-	-

Current Year (2020-2021)

(₹ In Lakhs)

Particulars	Opening balance	Recognised in profit or loss	Recognised in Other Comprehensive Income	Reclassified from equity to profit or loss	Closing Balance
Deferred tax (liabilities)/assets in relation to:					
a) Property, plant and equipment	(2,530.65)	53.80	-	-	(2,476.86)
b) Other liabilities & Provisions	51.56	0.68	-	-	52.23
c) Doubtful debts	160.35	(16.95)	-	-	143.40
d) Defined benefit obligation	132.49	55.47	-	-	187.97
Lease Liabilities / ROU assets		0.02			
e) Other financial Liabilities	1.75	-	-	-	1.75
f) MAT Credit	259.59	(175.61)	-	-	83.98
g) Provision for Contingencies	194.78	9.17	-	-	203.95
h) Provision for Advances	20.83	(2.52)	-	-	18.31
i) Others	1,709.30	75.94	-	-	1,785.25
Total	-	-	-	-	-

Previous Year (2019-2020)

(₹ In Lakhs)

Particulars	Opening balance	Recognised in profit or loss	Recognised in Other Comprehensive Income	Reclassified from equity to profit or loss	Closing Balance
Deferred tax (liabilities)/assets in relation to:					
a) Property, plant and equipment	(2,411.34)	(119.31)	-	-	(2,530.65)
b) Other liabilities & Provisions	53.94	(2.38)	-	-	51.56
c) Doubtful debts	145.48	14.87	-	-	160.35
d) Defined benefit obligation	154.70	(22.21)	-	-	132.49
e) Other financial Liabilities		1.75			1.75
f) MAT Credit	252.41	7.18	-	-	259.59
g) Provision for Contingencies	195.45	(0.67)	-	-	194.78
h) Provision for Advances	20.83	-	-	-	20.83
i) Others	1,588.53	120.77	-	-	1,709.30
Total	-	-	-	-	-

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2021 - Continued

10.1. Current tax assets and liabilities

(₹ In Lakhs)

Particulars	As at 31 st March 2021	As at 31 st March 2020
Deductible temporary differences, unused tax losses and unused tax credits for which no deferred tax assets have been recognised are attributable to the following:		
- tax losses (revenue in nature)	27,398.31	26,608.47
	27,398.31	26,608.47

11. Current tax assets and liabilities

(₹ In Lakhs)

Particulars	As at 31 st March 2021	As at 31 st March 2020
Current tax assets		
Tax refund receivable	83.21	101.81
Total	83.21	101.81

12 Other assets

12A Non Current Assets

(₹ In Lakhs)

Particulars	As at 31 st March 2021	As at 31 st March 2020
Security Deposits	5.44	5.44
Prepaid expenses	1.40	4.37
Balances with statutory / government authorities	622.61	1,012.72
Less : Allowance for bad and doubtful balances	-	(96.31)
Total	629.45	926.22

12B Current

(₹ In Lakhs)

Particulars	As at 31 st March 2021	As at 31 st March 2020
Employee Benefit plan Assets (Refer Note 36)	-	-
Advances for supply of goods and services		
- To others		
- Unsecured, considered good	51.39	44.49
- Doubtful	70.09	80.11
Less : Allowance for doubtful advances	(70.09)	(80.11)
	51.39	44.49
Security Deposits	0.22	0.22
Prepaid expenses, Insurance and GST	51.69	43.58
REC Receivables	-	-
Claims Receivable (Duty Drawback)	0.51	1.06
Advance to employees	-	0.08
Balances with statutory / government authorities	-	0.39
Employee Benefit plan Assets (Refer Note 36)	1.52	6.09
Total	105.33	95.91

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2021 - Continued

Movement in the allowance for doubtful advances

Particulars	Year ended 31st March, 2021	Year ended 31st March, 2020
Balance at beginning of the year	176.41	80.11
Change in allowance for bad and doubtful advances	6.81	96.31
Amounts written off during the year as uncollectible	(113.13)	-
Balance at end of the year	70.09	176.41

13 Inventories

(₹ In Lakhs)

Particulars	As at 31st March 2021	As at 31st March 2020
Inventories (lower of cost and net realisable value)		
Raw materials	274.04	292.51
Work-in-progress	506.40	607.89
Finished goods	873.34	917.23
Stores and spares including packing materials	193.93	204.40
Total	1,847.71	2,022.03

14 Trade Receivables

(₹ In Lakhs)

Particulars	As at 31st March 2020	As at 31st March 2019
Trade receivables		
- Related party	243.67	104.96
- Others		
Unsecured, considered good	699.80	954.62
Doubtful	569.76	577.37
Less: Allowance for doubtful debts (expected credit loss allowance)	(569.76)	(637.12)
Total	943.47	999.82

14.1 Trade receivables

Average credit period on sales is between 30 to 90 days. No interest is charged on trade receivables overdue. The Group has recognised an allowance for doubtful debts as per the ageing of overdue debts as standard policy. In addition to this, the Group has determined allowance for doubtful debts on specific identification.

The Group has determined expected doubtful debts based on historical trend, industry practices and the business environment in which the entity operates. Trade receivables disclosed above include amounts (see below for aged analysis) that are past due at the end of the reporting period for which the Group has not recognised an allowance for doubtful debts because the amounts are still considered recoverable to this extent.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2021 - Continued

Age of receivables that are past due but not impaired :--

Particulars	As at 31 st March 2021	As at 31 st March 2020
0 - 60	459.90	543.75
61 - 180	69.84	39.63
181 - 365	39.10	223.34
Above 365 Days	374.64	193.10
Total	943.47	999.82

Movement in the allowance for doubtful debts

Particulars	Year ended 31 st March, 2021	Year ended 31 st March, 2020
Balance at beginning of the year	637.12	559.52
Impairment losses recognised on receivables	2.40	77.60
Amounts written off during the year as uncollectible	(69.76)	-
Amounts recovered during the year	-	-
Balance at end of the year	569.76	637.12

In determining the recoverability of a trade receivable, the Group considers any change in the credit quality of the trade receivable from the date credit was initially granted up to the end of the reporting period. The concentration of credit risk is limited due to the fact that the customer base is large and unrelated.

15 Cash and Bank Balances

15A Cash and Cash equivalents

(₹ In Lakhs)

Particulars	As at 31 st March 2021	As at 31 st March 2020
Balances with Banks		
In current accounts	44.36	63.57
In cash credit accounts (debit balances)	292.62	253.76
	336.98	317.33
Cash in hand	2.92	2.51
Total	339.90	319.84

15B Other bank balances

Particulars	As at 31 st March 2021	As at 31 st March 2020
In deposit accounts with original maturity of more than 3 months but less than 12 months, deposited with ICICI Bank under lien.	764.43	981.18
Balances held as margin money / under lien with remaining maturity of less than 12 months	2.77	2.68
Total	767.20	983.86

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2021 - Continued

16 Assets classified as held for sale

(₹ In Lakhs)

Particulars	As at 31 st March 2021	As at 31 st March 2020
Assets Classified held for sale:--		
Plant and Machineries	17.60	17.60
Total	17.60	17.60

17 Equity Share Capital

(₹ In Lakhs)

Particulars	As at 31 st March 2021	As at 31 st March 2020
Authorised Share capital :		
70,00,000 fully paid equity shares of ₹ 10 each	700.00	700.00
22,00,00,000 Non Cumulative, non convertible Redemmmable preference shares of ₹ 10 each (as at March 31, 2020 : 22,00,00,000)	22,000.00	22,000.00
Total	22,700.00	22,700.00
Issued, subscribed and paid-up share capital:		
64,99,308 fully paid equity shares of ₹ 10 each (as at March 31, 2020: 64,99,308)	649.93	649.93
Total	649.93	649.93

17A Fully paid equity shares

Particulars	As at 31 st March 2021	As at 31 st March 2020
	Number of shares	Number of shares
Balance as at 31 st March, 2019	6,499,308	6,499,308
Movements		-
Balance as at 31st March, 2020	6,499,308	6,499,308
Movements		-
Balance as at 31st March, 2021	6,499,308	6,499,308

17B Details of shares held by the holding company, its subsidiaries and associates

Particulars	Fully paid ordinary shares	Fully paid ordinary shares
	As at 31 st March 2021	As at 31 st March 2020
Balance at the beginning of the period :		
Shapoorji Pallonji and Company Private Limited, the holding company	4,780,845	4,780,845
Total	4,780,845	4,780,845

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2021 - Continued

17C Details of shares held by each shareholder holding more than 5% shares

Particulars	As at 31 st March,2021	
	Number of shares held	% holding in the class of shares
Fully paid equity shares		
Shapoorji Pallonji and Company Private Limited	4,780,845	73.56
Total	4,780,845	73.56

Particulars	As at March 31,2020	
	Number of shares held	% holding in the class of shares
Fully paid equity shares		
Shapoorji Pallonji and Company Private Limited	4,780,845	73.56
Total	4,780,845	73.56

The Company has not allotted any equity shares for consideration other than cash, bonus shares, nor have any shares been bought back during the period of five years immediately preceding the Balance Sheet date.

18. Other equity

(₹ In Lakhs)

Particulars		As at 31 st March 2021	As at 31 st March 2020
a)	General reserve (Refer Note 1)		
	Balance at beginning of the year	7,160.32	7,160.32
	Balance at end of the year	7,160.32	7,160.32
b)	Equity Component of Preference Shares		
	7% Non-cumulative, non-convertible, Redeemable Preference Shares of ₹ 10 each	3,573.22	3,573.22
	11% Non-cumulative, non-convertible, Redeemable Preference Shares of ₹ 10 each	11,844.01	11,844.01
	Balance at end of the year	15,417.23	15,417.23
c)	Retained earnings		
	Balance at beginning of year	(32,720.06)	(28,240.89)
	Profit/(Loss) attributable to owners of the Company	(3,410.68)	(4,452.88)
	Actuarial (Gain)/ Loss- Gratuity- OCI	(27.12)	(18.76)
	Ind AS 116 transition adjustment (Refer Note 3(q))	-	(7.53)
	Balance at end of the year	(36,157.86)	(32,720.06)
	Total	(13,580.32)	(10,142.51)

Note 01 : General Reserve is transferred to the company at the time of demerger of Textiles division from Forbes Gokak Limited.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2021 - Continued

19. Non-current Borrowings

(₹ In Lakhs)

19.1 Particulars	Non-current portion		Current maturities	
	As at 31 st March 2021	As at 31 st March 2020	As at 31 st March 2021	As at 31 st March 2020
Secured – at amortised cost				
(a) Term loans - From Banks				
i) ICICI Bank Ltd ICICI BANK LIMITED - First ranking mortgage/ hypothecation/ assignment/security interest /charge/pledge on all the moveable, immovable both present and future, all rights, titles, permits, approvals and interests of the company in, to and in respect of all the assets of the company, all clearances in relation to the project as well as in the project documents, all contractor guarantees, performance bonds and any letter of credit provided to the company, all insurance contracts, all bank accounts in relation to the project and pledge of equity shares representing 30% of the shares. Repayment is being made at ₹ 255.75 lakhs per quarter Interest rate during the year is 12.60% p.a. (Previous year 12.60% p.a.)	974.00	1,973.75	1,582.86 -	1,209.00
Unsecured – at amortised cost				
ii) From Related parties (unsecured). Rate of interest for the loans from holding company is 11.50% per annum and loan is repayable on or after April 1, 2021.	10,627.91	9,271.55	-	-
Less: Amount disclosed under “Other current financial liabilities	11,601.91 -	11,245.30 -	1,582.86 (1,582.86)	1,209.00 (1,209.00)
(b) Liability component of preference shares	3,163.84	2,843.79	-	-
Total	14,765.75	14,089.09	-	-

19.2 Details of Non-cumulative, Non-Convertible, Redeemable Preference Shares issued by the Company:

Sr. No.	Face Value per Preference Share and Date of Allotment	As at 31 st March 2021	As at 31 st March 2020	Rate of Dividend	Terms of Repayment
1	20,000,000 preference shares of ₹10 each - September 30, 2015	2,000	2,000	7%	Preference shares shall rank prior in respect of payment of dividend or redemption amount compared to equity shareholders of the Company and in the event of winding up, preferential right over the equity shareholders in participating of surplus funds, surplus assets and profits of the Company.
2	20,000,000 preference shares of ₹10 each - March 17, 2016	2,000	2,000	7%	
3	30,000,000 preference shares of ₹10 each - September 27, 2016	3,000	3,000	11%	
4	35,000,000 preference shares of ₹10 each - March 24, 2017	3,500	3,500	11%	
5	35,000,000 preference shares of ₹10 each - December 30, 2017	3,500	3,500	11%	
6	35,000,000 preference shares of ₹10 each - December 12, 2018	3,500	3,500	11%	
	Total	17,500	17,500		

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2021 - Continued

19.3 As the preference shares are mandatorily redeemable at a fixed or determinable future date as may be determined by the board of the company and payment of dividend being discretionary, the instrument is compound financial instrument. In absence of market rate of interest, the management has determined the liability component on the basis of average rate of interest of its long term borrowings as at the date of allotment.

20. Provisions

20A. Non current

(₹ In Lakhs)

Particulars	As at 31 st March 2021	As at 31 st March 2020
a) Employee benefits		
Compensated absences	90.99	84.92
Gratuity (Funded)	107.12	63.46
Gratuity (Badli Workers) (Unfunded)	396.68	361.20
b) Other provisions		
Provision for Contingencies (refer Note 51)	845.35	808.91
Total	1,440.14	1,318.49

20B. Current

(₹ In Lakhs)

Particulars	As at 31 st March 2021	As at 31 st March 2020
Employee benefits		
Compensated absences	13.09	14.30
Gratuity (Funded)	138.97	2.55
Gratuity (Badli Workers) (Unfunded)	7.26	5.59
Total	159.32	22.44

21. Current Borrowings

(₹ In Lakhs)

Particulars	As at 31 st March 2021	As at 31 st March 2020
Secured - at amortised cost		
a) Loans repayable on demand		
i) From Related parties (unsecured). Rate of interest for the loans from holding company is 11.50% per annum.	6,089.52	5,616.25
Total	6,089.52	5,616.25

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2021 - Continued

22. Trade payables

(₹ In Lakhs)

Particulars	As at 31 st March 2021	As at 31 st March 2020
Trade payables for Goods & Services		
(A) Total outstanding dues of micro enterprises and small enterprises	21.44	12.43
(B) Total outstanding dues of creditors other than micro enterprises and small enterprises		
- Related Parties	261.40	99.25
- Others	2,947.60	2,711.48
	3,209.00	2,810.73
Total	3,230.44	2,823.16

23 Other Current financial liabilities

23A Current

(₹ In Lakhs)

Particulars	As at 31 st March 2021	As at 31 st March 2020
a) Current maturities of long-term borrowings	1,582.86	1,209.00
b) Others :-		
- Security deposits	16.41	21.70
- Other Payables (Salary & Others)	572.55	643.43
Total	2,171.82	1,874.14

24. Other Current liabilities

(₹ In Lakhs)

Particulars	As at 31 st March 2021	As at 31 st March 2020
a) Advances from customers	21.42	28.85
b) Statutory remittances	86.76	39.42
Total	108.18	68.27

25. Revenue from operations

(₹ In Lakhs)

Particulars	Year Ended 31 st March 2021	Year Ended 31 st March 2020
Income from Sale of Yarn and Apparels		
Sales		
a) Sale of products		
i) Manufactured Goods	10,499.40	9,463.83
ii) Electricity	405.39	210.63
	10,904.79	9,674.46
b) Sale of services		
i) Processing Income	20.85	14.21
	20.85	14.21

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2021 - Continued

Particulars	Year Ended 31 st March 2021	Year Ended 31 st March 2020
c) Other operating revenues		
i) Scrap Sales	151.22	332.71
ii) Export incentives	0.25	11.64
iii) Sale of Renewable Energy Certificates	4.32	255.72
	155.79	600.07
Total	11,081.43	10,288.74

25.1 Reconciliation of revenue recognised with contract price:

	Year Ended 31 st March 2021	Year Ended 31 st March 2020
Total contract price with customers	10,915.05	9,713.30
Less: adjusted for discounts and rebates	10.59	24.63
Revenue recognised (Goods and Services)	10,925.64	9,688.67

26. Other Income

(₹ In Lakhs)

Particulars	Year Ended 31 st March 2021	Year Ended 31 st March 2020
a) Interest income earned on financial assets that measured at amortised cost		
i) Interest on Security Deposits (Subsidiary)	0.09	-
ii) Bank deposits	17.92	71.68
iii) Interest on Security Deposits	7.40	7.90
Total (a)	25.41	79.58
b) Dividend Income		
i) from long-term investments	-	0.01
Total (b)	-	0.01
c) Other Non-Operating Income (Net of expenses directly attributable to such income)		
i) Credit balances / excess provision written back	18.37	24.61
ii) Rent received	78.82	118.91
iii) Miscellaneous income	58.30	4.04
Total (c)	155.49	147.56
d) Other gains and losses		
i) Gain on disposal of property, plant and equipment	63.65	227.39
ii) Net foreign exchange gains/(losses)	0.02	(0.73)
Total (d)	63.66	226.66
Total (a+b+c+d)	244.56	453.81

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2021 - Continued

27. Cost of materials consumed

(₹ In Lakhs)

Particulars	Year Ended 31 st March 2021	Year Ended 31 st March 2020
Material Stocks at the Commencement of the Year	292.51	236.38
Purchases	6,611.94	6,414.11
	6,904.45	6,650.49
Less: Material Stocks at the Close of the Year	274.04	292.51
Total	6,630.41	6,357.98

28. Changes in inventories of finished goods and work-in-progress.

(₹ In Lakhs)

Particulars	Year Ended 31 st March 2021	Year Ended 31 st March 2020
Changes in inventories of finished goods and work-in-progress		
Inventories at the end of the year:		
i) Finished goods (Including stock in transit)	873.34	917.23
ii) Work-in-progress	506.40	607.89
Total	1,379.74	1,525.11
Inventories at the beginning of the year:		
i) Finished goods (Including stock in transit)	917.23	1,308.40
ii) Work-in-progress	607.89	684.02
Total	1,525.11	1,992.41
Net decrease/ (increase)	145.37	467.32

29. Employee benefits expense

(₹ In Lakhs)

Particulars	Year Ended 31 st March 2021	Year Ended 31 st March 2020
i) Salaries and Wages	2,476.02	2,332.64
ii) Contribution to provident and other funds	521.36	357.78
iii) Staff Welfare Expenses	278.55	269.86
Total	3,275.93	2,960.28

30. Finance costs

(₹ In Lakhs)

Particulars	Year Ended 31 st March 2021	Year Ended 31 st March 2020
i) Interest on bank overdrafts and loans	-	3.63
ii) Interest on loans from related parties	1,468.10	1,270.70
iii) Interest on Security Deposits	0.00	-
iv) Interest on bank Term Loans	285.73	410.52
v) Interest on Others	47.82	-
vi) Bank Charges	1.99	15.61
vii) Unwinding of lease liabilities	2.59	2.93
viii) Interest on liability component of compound financial instruments	320.04	287.64
Total	2,126.27	1,991.03

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2021 - Continued

31. Depreciation and amortisation expense

(₹ In Lakhs)

Particulars	Year Ended 31 st March 2021	Year Ended 31 st March 2020
i) Depreciation of property, plant and equipment pertaining to continuing operations	700.57	704.28
ii) Amortisation of right to use	7.55	6.20
iii) Amortisation of intangible assets	1.26	0.41
Total depreciation and amortisation	709.38	710.89

32. Other expenses

(₹ In Lakhs)

Particulars	Year Ended 31 st March 2021	Year Ended 31 st March 2020
Consumption of stores and spare parts	109.04	163.70
Consumption of packing Material	155.05	132.86
Processing charges	8.47	7.75
Power and fuel	843.93	1,517.00
Water Royalty Charges	33.86	14.55
Transportation, freight, handling and other charges	220.18	128.01
Hank Yarn Obligation	22.20	22.60
Rent and hire charges	1.03	8.19
Repairs to :		
i) Buildings	23.57	17.03
ii) Plant and machinery	178.99	98.29
iii) Others	121.12	77.19
	323.68	192.51
Insurance	102.12	92.63
Rates and taxes (excluding taxes on income)	113.22	129.59
Brokerage, commission, discount and other selling expenses	57.01	77.11
Printing & Stationery	4.91	6.17
Communication	7.23	7.23
Legal and professional charges	96.86	172.28
Travelling and conveyance	7.25	23.64
Sundry Balances written off	1.87	14.18
Directors Sitting Fees	17.25	16.05
Provision for doubtful trade receivables	2.40	77.60
Bad Debts	7.49	-
Provision for doubtful loans and advances	6.81	96.31
Miscellaneous expenses	71.04	85.43
Total	2,212.88	2,985.39

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2021 - Continued

Particulars	Year Ended 31 st March 2021	Year Ended 31 st March 2020
a) To Statutory auditors		
i) For audit	14.25	16.25
ii) For tax audit fees	2.75	2.75
iii) For Limited Review	8.75	6.75
	25.75	25.75
b) To cost auditors for cost audit	2.00	2.00
c) For reimbursement of expenses	0.17	0.57
d) Service Tax	-	-
Total (a+b+c+d)	27.92	28.32
Total	2,240.80	3,013.71

33. Income taxes

33.1 Income tax recognised in profit or loss

(₹ In Lakhs)

Particulars	Year Ended 31 st March 2021	Year Ended 31 st March 2020
Current tax		
In respect of the current year	-	-
In respect of prior years	-	-
Deferred tax		
In respect of the current year	-	-
Total Deferred tax	-	-
Total income tax expense recognised in the current year	-	-

34. Earnings per share

Particulars	Year Ended 31 st March 2021	Year Ended 31 st March 2020
Basic earnings per share	(52.48)	(68.51)

34.1 Basic Earnings per share

The earnings per share is calculated by dividing the Profit/ (loss) attributable to the equity shareholders by the weighted average number of equity shares outstanding during the year. The numbers used in calculating basis and diluted earning's are stated below :-

(₹ In Lakhs)

Particulars	Year Ended 31 st March 2021	Year Ended 31 st March 2020
Profit/(loss) for the year attributable to owners of the Company (A)	(3,410.68)	(4,452.88)
Number of equity shares for the purposes of basic earnings per share (Quantity in Lakhs) (B) (Nominal value of ₹ 10/- each)	64.99	64.99
Basic and diluted Earnings per share (A/B)	(52.48)	(68.51)

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2021 - Continued**35. Obligations under finance leases****Leasing arrangements**

The Group has operating leases for premises. These lease arrangements ranging upto 5 years, which are cancellable. In the lease agreements there are no terms for purchase options or any restrictions such as those concerning dividend and additional debts

36. Employee benefits obligations :

Defined-contribution plans:

The Group's provident fund scheme is a defined contribution plan. The Group's contribution paid/payable under the schemes is recognised as expense in the Statement of Profit and Loss during the period in which the employee renders the related service. The Group makes specified monthly contributions towards employee provident fund. The contribution towards Provident Fund is deposited with the Regional Provident Fund Commissioner.

Particulars	As at 31 st March 2021	As at 31 st March 2020
Provident fund	484.04	463.12
Superannuation fund	13.29	12.68
Total contribution	497.33	475.80

Defined Benefit Plan:

The Group gratuity scheme is a defined benefit scheme. The Group maintains its plan assets with LIC of India. The present value of obligation is determined based on actuarial valuation using the Projected Unit Credit Method, which recognises each period of service as giving rise to additional unit of employee benefit entitlement and measures each unit separately to build up the final obligation. The obligation for leave encashment is recognised in the same manner.

Sr. No.	Particulars	As at 31 st March 2021	As at 31 st March 2020
a)	Change in Present Value of Obligation		
	Present value of the obligation at the beginning of the year	1,718.16	1,690.32
	Current Service Cost	56.71	58.20
	Interest Cost	104.50	128.39
	Actuarial (Gain) / Loss on Obligation due to experience	70.39	(145.63)
	Actuarial (Gain) / Loss on Obligation due to change in financial assumptions	(31.40)	157.15
	Benefits Paid	(160.28)	(170.25)
	Present value of the obligation of Marihal unit	-	-
	Present value of the obligation at the end of the year	1,852.75	1,718.16
b)	Change in Plan Assets		
	Fair value of Plan Assets at the beginning of the year	1,658.24	1,699.74
	Interest Income	100.28	129.04
	Return on plan assets excluding interest income	9.67	(7.28)
	Contributions by Plan Participants	0.27	0.59
	Benefits Paid	(160.28)	(163.85)
	Fair value of Plan Assets at the end of the year	1,608.18	1,658.24

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2021 - Continued

Sr. No.	Particulars	As at 31 st March 2021	As at 31 st March 2020
c)	Amounts Recognised in the Balance Sheet		
	Present value of Obligation at the end of the year	(1,852.75)	(1,718.16)
	Fair value of Plan Assets at the end of the year	1,608.18	1,658.24
	Net asset at the end of the year	(244.57)	(59.92)
d)	Amounts Recognised in the Statement of Profit & Loss		
	Current Service Cost	56.71	58.20
	Finance cost / (income)	4.22	(0.65)
	Past service cost	94.67	(6.40)
	Net impact on the loss before tax	155.59	51.15
e)	Amounts Recognised in Other Comprehensive Income		
	Actuarial (gains) / losses for the period	38.99	11.51
	Return on plan asset excluding interest income	(9.67)	7.28
	Net (income) / expenses for the period recognised in other comprehensive income	29.32	18.79
f)	Actual return on Plan Assets		
	Interest Income	100.28	129.04
	Actual return on Plan Assets	100.28	129.04
g)	Actuarial Assumptions		
	i) Discount Rate	6.04 % to 6.84%	6.04 % to 6.84%
	ii) Expected Rate of Return on Plan Assets	6.04 % to 6.84%	6.04 % to 6.84%
	iii) Salary Escalation Rate	4.00%	4.00%
	iv) Attrition Rate	1.00 % to 2.00%	1.00 % to 2.00%
	v) Mortality	Indian Assured Lives Mortality(2006-08) Ultimate	Indian Assured Lives Mortality(2006-08) Ultimate

(₹ In Lakhs)

Maturity Analysis of the benefit payments : from the fund	As at 31 st March 2021	As at 31 st March 2020
Projected Benefits payable in future years from the date of reporting		
1 st Following Year	187.68	155.58
2 nd Following Year	103.55	103.71
3 rd Following Year	161.66	135.17
4 th Following Year	195.28	152.14
5 th Following Year	168.51	163.71
Sum of years 6 th to 10 th	971.33	854.19
Sum of years 11 th and above	1,134.88	1,161.35

Sensitivity for significant actuarial assumption is computed by varying one actuarial assumption used for the valuation of the defined benefit obligation by one percentage, keeping all other actuarial assumptions constant.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2021 - Continued

(₹ in lakhs)

Sensitivity Analysis	As at 31 st March 2021	As at 31 st March 2020
Projected Benefit obligation On Current Assumptions	1,852.74	1,718.16
Delt effect of +1% Change in rate of Discounting	(109.26)	(107.59)
Delt effect of -1% Change in rate of Discounting	121.35	119.99
Delt effect of +1% Change in rate of Salary increase	123.02	121.32
Delt effect of -1% Change in rate of Salary increase	(112.65)	(110.65)
Delt effect of +1% Change in rate of Employee Turnover	16.69	15.12
Delt effect of -1% Change in rate of Employee Turnover	(18.00)	(16.33)

Above disclosures have been made on the basis of certificate received from the actuary. The estimates of future salary increases, considered in actuarial valuation, take account of inflation, seniority, promotion and other relevant factors, such as supply and demand in the employment market.

Management has made provision for gratuity payable to badli workers on the basis of actual valuation as in opinion of the management, the future expected service of badli workers could not be estimated. Provision for gratuity payable to badli workers on the basis of actual valuation as at March 31, 2021 is ₹ 396.68 lakh and March 31, 2020 is ₹ 366.79 lakh.

The assumptions with regards to salary escalation and attrition rates are the expectations of the entity based on the salary escalation that the entity will provide in future and the expected attrition rate in the future. Historical trends of these assumptions may or may not be suitable to be extrapolated for the future projections, as it is the entity's prerogative to decide on the expected future trends and thereby the assumptions given by the entity are accepted.

The assumptions with regards to discount rate has been considered as per the requirement of the standard. Since no separate analysis of the mortality rate of the entity was undertaken, the latest mortality table available has been considered.

The results are particularly sensitive to some assumptions, such as discount rate, level of salary inflation, level of employee turnover and mortality. Such as decrease in the assumed discount rate or an increase in salary inflation will lead to increase in reported liability.

37. Related Party Disclosures**Current Year****(a) Name of the Related Parties and Description of Relationship:****Name of related party and descriptions of relationship :-****Holding Company**

Shapoorji Pallonji and Company Private Limited.

Fellow Subsidiaries**(where there are transactions)**

Forbes & Company Limited

Forbes Facility Services Private Limited

Forvol International Services Limited

Manjri Stud Farm Private Limited

Eureka Forbes Limited

Shapoorji Pallonji Infrastructure Capital Company Private Limited

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2021 - Continued

Shapoorji Pallonji Energy (Gujarat) Private Limited
 Forbes Technosys Limited
 Relationship Properties Private Limited
 Suryoday One Energy Private Limited

Trusts

Gokak Falls Education and medical Trust
 Gokak Textiles Graituity Fund

Key Management Personnel and their relatives:-

Managing Director, Mr. Ramesh R. Patil
 Chief Financial Officer, Mr. Avadhut Sarnaik (upto May 1, 2021)
 Chief Financial Officer, Mr. Vipin Kumar Sharma (appointed w.e.f June 28, 2021)
 Company Secretary, Mr. Rakesh M. Nanwani.

Directors

Mr. Nikhil Bhatia
 Mr. Pradip N. Kapadia
 Mr. Vasant N. Sanzgiri (resigned w.e.f November 27, 2020)
 Mr. D. G. Prasad
 Mr. Vinod Bhandawat (appointed w.e.f January 15, 2021)
 Ms. Tripti J. Navani

Particulars of transaction with Related Parties

(₹ In Lakhs)

Year ended March 31 2021, (Previous Year March 31, 2020)	Holding Company	Fellow Subsidiaries	Key Managerial Personnel	Trust	Total
Nature of Transactions					
Rent income	-	10.71	-	-	10.71
Previous Year	-	83.05	-	-	83.05
Rent paid	-	-	-	-	-
Previous Year	-	1.54	-	-	1.54
Purchase of electricity	-	62.54	-	-	62.54
Previous Year	-	27.30	-	-	27.30
Services Received	14.84	-	-	-	14.84
Previous Year	2.03	3.02	-	-	5.05
Interest expense	1,431.87	36.23	-	-	1,468.10
Previous Year	1,186.50	36.23	-	-	1,222.73
Sales of Goods	17.76	8.20	-	-	25.96
Previous Year	-	-	-	-	-
Reimbursement of Expenses	0.87	-	-	-	0.87
Previous Year	0.90	-	-	-	0.90
Loan Taken	450.00	-	-	-	450.00
Previous Year	3,940.00	-	-	-	3,940.00
Receivables	5.16	38.08	-	-	43.24
Previous Year	8.89	52.43	-	-	61.32
Director's sitting fees	-	-	17.25	-	17.25
Previous Year	-	-	16.05	-	16.05
Remuneration	-	-	99.34	-	99.34
Previous Year	-	-	97.28	-	97.28

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2021 - Continued

Year ended March 31 2021, (Previous Year March 31, 2020)	Holding Company	Fellow Subsidiaries	Key Managerial Personnel	Trust	Total
Nature of Transactions					
Amount recovered on behalf	-	-	-	14.84	14.84
Previous Year	-	-	-	11.44	11.44
Payables	16,245.15	533.25	-	0.94	16,779.34
Previous Year	14,442.44	499.96	-	1.00	14,943.40
Preference shares balance	17,500.00	-	-	-	17,500.00
Previous Year	17,500.00	-	-	-	17,500.00

37A Details of Related Party Transactions

(₹ In Lakhs)

Nature Of Transaction	Year ended March 31, 2021	Year ended March 31, 2020	Nature Of Transaction	Year ended March 31, 2021	Year ended March 31, 2020
Services Received			Amounts recovered on behalf		
Shapoorji Pallonji and Company Private Limited	14.84	2.03	Gokak falls Education and medical Trust	14.84	11.44
Forvol International Services Limited	-	3.02	KMP Remuneration		
			R R Patil	59.97	55.63
Rent (Expenses)			Rakesh Nanwani	5.95	5.88
Forbes & Company Limited	-	1.54	Avadhut sarnaik	33.42	35.77
Purchase of Electricity			Receivables		
Suryoday One Energy Private Limited	62.54	27.30	Shapoorji Pallonji and Company Private Limited.	5.16	8.89
			Suryoday One Energy Private Limited	38.08	51.53
Interest expense on ICD			Forbes Technosys Limited	-	0.90
Shapoorji Pallonji and Company Private Limited.	1,431.87	1,186.50			
Shapoorji Pallonji Infrastructure Capital Company Private Limited	32.78	32.78	Payables		
Shapoorji Pallonji Energy (Gujarat) Private Limited	3.45	3.45	Shapoorji Pallonji and Company Private Limited.	16,245.15	14,442.44
			Forbes & Company Limited	7.16	7.15
Loans /Advances taken			Gokak falls Education and medical Trust	0.94	1.00
Shapoorji Pallonji and Company Private Limited.	450.00	3,940.00	Forvol International Services Limited		0.13
			Shapoorji Pallonji Infrastructure Capital Company Private Limited	471.78	441.56
Reimbursement of Expenditure					
Gokak Falls Education and medical Trust	0.87	0.90	Shapoorji Pallonji and Company Private Limited.	54.31	51.12

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2021 - Continued

Nature Of Transaction	Year ended March 31, 2021	Year ended March 31, 2020	Nature Of Transaction	Year ended March 31, 2021	Year ended March 31, 2020
Rent (Income)					
Suryoday One Energy Private Limited	10.71	83.05	Preference Shares as at		
			Shapoorji Pallonji and Company Private Limited.	17,500.00	17,500.00
			Director's Sitting Fees		
Sales of Goods					
Eureka Forbes Limited	6.86	-	Mr. Pradeep Kapadia	5.50	5.15
Forbes Facility Services Private Limited	0.86	-	Mr. D G Prasad	3.25	3.25
Manjri Stud Farm Private Limited	0.24	-	Mr. Vasant Sanzgiri	0.90	1.30
Relationship Properties Private Limited	0.19	-	Ms. Tripti J. Navani	1.00	0.75
Shapoorji Pallonji and Company Private Limited	17.76	-	Mr. S. Mukundan	0.20	0.40
Shapoorji Pallonji Infrastructure Capital Company Private Limited	0.05	-	Mr. C. G. Shah	1.40	1.30
			Mr. Nikhil Bhatia	4.25	3.90
			Mr. Vinod Bhandawat	0.75	-

Compensation of key management personnel of the Company	Year ended March 31, 2021	Year ended March 31, 2020
Short-term employee benefits	99.34	97.28
Post-employment benefits*	-	-
Other long-term benefits*	-	-
Share-based payments	-	-

* As the liabilities for defined benefit plans and compensated absences are provided on actuarial basis for the Company as a whole, the amounts pertaining to Key Management Personnel are not included.

38 Micro, Small and Medium Enterprises

Under the Micro, Small and Medium Enterprises Development Act , 2006, which came into force on October 2, 2006, the Group is required to make certain disclosures relating to Micro, Small and Medium Enterprises. The Group is in the process of compiling and assimilating the relevant information from its suppliers about thier coverage under the Act. Since the relevant information is not readily available for all the suppliers, the disclosueres have been made to the extent of information available with the Group.

(₹ In Lakhs)

Sr. No.	Particulars	As at 31 st March 2021	As at 31 st March 2020
1	The principal amount and the interest due thereon remaining unpaid to any supplier at the end of each accounting year;	21.44	12.43

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2021 - Continued

Sr. No.	Particulars	As at 31 st March 2021	As at 31 st March 2020
2	The amount of interest paid by the buyer in terms of section 16 of the Micro, Small and Medium Enterprises Development Act, 2006 (27 of 2006), along with the amount of the payment made to the supplier beyond the appointed day during each accounting year;	16.24	51.47
3	The amount of interest due and payable for the period of delay in making payment (which has been paid but beyond the appointed day during the year) but without adding the interest specified under the Micro, Small and Medium Enterprises Development Act, 2006;	-	-
4	The amount of interest accrued and remaining unpaid at the end of year; and	-	-
5	The amount of further interest remaining due and payable even in the succeeding years, until such date when the interest dues above are actually paid to the small enterprise, for the purpose of disallowance of a deductible expenditure under section 23 of the Micro, Small and Medium Enterprises Development Act, 2006.	-	-

39 Fair Value Disclosures

(₹ In Lakhs)

A)	Categories of Financial Instruments:	As at 31 st March 2021			As at 31 st March 2020		
		FVTPL	FVTOCI	Amortised Cost	FVTPL	FVTOCI	Amortised Cost
i)	Financial Assets						
	Investments	0.03	-	-	0.03	-	-
	Trade Receivables	-	-	943.47	-	-	999.82
	Cash & Bank Balances	-	-	339.90	-	-	319.84
	Bank balances other than above	-	-	767.20	-	-	983.86
	Other Financial Assets	-	-	439.84	-	-	653.15
		0.03	-	2,490.41	0.03	-	2,956.68
ii)	Financial liabilities						
	Borrowings (including current maturities)	-	-	22,438.12	-	-	20,914.34
	Trade Payables	-	-	3,230.44	-	-	2,823.16
	Lease Liabilities	-	-	19.23	-	-	26.68
	Other Financial Liabilities	-	-	688.96	-	-	665.14
		-	-	26,376.76	-	-	24,429.32

(FVTPL: Fair value through profit and loss; FVOCI: Fair value through other comprehensive income)

Fair Value Hierarchy and Method of Valuation

Except as detailed in the following table, the Group considers that the carrying amounts of financial instruments recognised in the financial statements approximate their fair values.

Level 1 - Quoted prices (unadjusted) in active markets for identical assets or liabilities.

Level 2 - Inputs other than quoted prices included within Level 1 that are observable for the asset or liability, either directly (i.e. as prices) or indirectly (i.e. derived from prices).

Level 3 - Inputs for the asset or liabilities that are not based on observable market data (unobservable inputs).

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2021 - Continued

(₹ In Lakhs)

B) Financial Assets	As at March 31, 2021					
	Notes	Carrying Value	Level 1	Level 2	Level 3	Total
Measured at FVTPL Investments						
Investments in Equity Instruments (unquoted)	8(a)	0.03	-	-	0.03	0.03

(₹ In Lakhs)

Financial Assets	As at March 31, 2020					
	Notes	Carrying Value	Level 1	Level 2	Level 3	Total
Measured at FVTPL Investments						
Investments in Equity Instruments (unquoted)	8(a)	0.03	-	-	0.03	0.03

- c) Considering the value of investments, the management has determined the fair value of these investment as constant throughout the period till March 31, 2021.

40 Capital Management

The Group aims to optimise returns to shareholders and safeguard its ability to continue as a going concern and manage its capital effectively. The capital structure of the Group is based on management's judgement of the appropriate balance of key elements in order to meet its strategic and day-to-day needs and long-term operating plans. We consider the amount of capital in proportion to risk and manage the capital structure in light of changes in economic conditions and the risk characteristics. The capital structure of the Group consists of net debt and total equity and financial liability in respect of preference share capital of the Group.

The capital components of the Group are as given below:

(₹ In Lakhs)

	As at 31 st March 2021	As at 31 st March 2020
Total Equity	(12,930.39)	(9,492.58)
Short Term Borrowings	6,089.52	5,616.25
Long Term Borrowings	14,765.75	14,089.09
Current Maturities of Long Term Borrowings	1,582.86	1,209.00
Total Debt	22,438.12	20,914.34
Cash & Cash equivalents	339.90	319.84
Bank balances other than above	767.20	983.86
Net Debt	21,331.02	19,610.64
Net Debt Equity ratio	(1.18)	(1.47)
Debt Equity Ratio = Net debt (long term borrowings) / Total Equity		

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2021 - Continued**41 Financial risk management objectives**

The Group's financial risk management is an integral part of how to plan and execute its business strategies. The Group's financial assets include loans, trade receivables, cash and cash equivalents that comes directly from its operations and financial liabilities comprises of borrowings, trade and other payables, and financial guarantee contracts. It has an integrated financial risk management system which proactively identifies monitors and takes precautionary and mitigation measures in respect of various identified risks.

The Group is exposed to market risk, credit risk and liquidity risk. The Group's senior management oversees the management of these risks, which evaluates and exercises independent control over the entire process of financial risks.

42 Market Risk

Market risk is the risk of loss of future earnings, fair values or future cash flows that may result from a change in the price. Market risk is attributable to all market risk sensitive financial instruments including foreign currency receivables, loans and borrowings.

The finance department undertakes management of cash resources, borrowing mechanism and ensuring compliance with market risk limits.

43 Currency risk

The Group is exposed to currency risk to the extent that there is mismatch between the currencies in which sales, purchase are denominated and the respective functional currencies of Group. The Group has export sales primarily denominated in US dollars.

Exposure to currency risk

The summary quantitative data about the Group's exposure to currency risk as reported to the management is as follows:

(₹ In Lakhs)

Particulars	As at 31 st March 2021	As at 31 st March 2020
Export receivables in US \$	-	0.32
Overseas payables in US \$	-	-
Total	-	0.32

Foreign currency sensitivity

2% increase or decrease in foreign exchange rates will have the following impact on profit before tax:

(₹ In Lakhs)

Particulars	As at 31 st March 2021	As at 31 st March 2020
+2% increase in foreign exchange rates	-	0.49
-2% increase in foreign exchange rates	-	(0.49)
Net Increase/(decrease)	-	-

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2021 - Continued

44 Liquidity Risk

Prudent liquidity risk management implies maintaining sufficient cash and bank balance and marketable securities and the availability of funding through an adequate amount of committed credit facilities to meet obligations when due. The Group's finance department is responsible for liquidity, funding as well as settlement management. The processes related to such risks are overseen by senior management through rolling forecasts on the basis of expected cash flows. The Group also has adequate credit facilities agreed with banks to ensure that there is sufficient cash to meet all its normal operating commitments in a timely and cost-effective manner.

The Group has the following undrawn credit lines available as at the end of the reporting period.

(₹ In Lakhs)

	As at 31st March 2021	As at 31st March 2020
- Expiring within one year (Bank CC Limits Sanctioned)	-	1,500.00
	-	1,500.00

The following tables detail the Group's remaining contractual maturity for its non-derivative financial liabilities with agreed repayment periods. The tables have been drawn up based on the undiscounted cash flows of financial liabilities based on the earliest date on which the Group can be required to pay. The tables shows Principal cash flows.

(₹ In Lakhs)

Maturities of Financial Liabilities	Total	As at March 31, 2021			
		Upto 1 year	1 to 3 years	3 to 5 years	5 years & above
Borrowings	22,438.12	7,672.38	974.00		13,791.75
Trade Payables	3,230.44	3,230.44	-	-	-
Lease Liabilities	19.23	3.81	9.42	0.74	5.26
Other Financial Liabilities	688.96	588.96	-	100.00	-
	26,376.76	11,495.59	983.42	100.74	13,797.01

(₹ In Lakhs)

Maturities of Financial Liabilities	Total	As at March 31, 2020			
		Upto 1 year	1 to 3 years	3 to 5 years	5 years & above
Borrowings	20,914.34	10,480.55	7,590.00	-	2,843.79
Trade Payables	2,823.16	2,823.16	-	-	-
Lease Liabilities	26.68	7.45	13.23	0.74	5.26
Other Financial Liabilities	665.14	665.14	-	-	-
	24,429.32	13,976.30	7,603.23	0.74	2,849.05

45 Interest Rate Risk:-

The Group is exposed to interest rate risk because it borrows funds at both fixed and floating interest rates.

The sensitivity analysis below have been determined based on the exposure to interest rates for borrowings at the end of the reporting period. For floating rate borrowings the analysis is prepared assuming the amount of the liability outstanding at the end of the reporting period was outstanding for the whole year and the rates are reset as per the applicable reset dates. The basis risk between various benchmarks used to reset the floating rate borrowings has been considered to be insignificant.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2021 - Continued

(₹ in lakhs)

Particulars	As at 31 st March 2021	As at 31 st March 2020
Variable-rate instruments		
Financial liabilities		
Borrowing	-	-
Total	-	-
Fixed-rate instruments		
Financial liabilities		
Borrowing	10,627.91	9,271.55
Total	10,627.91	9,271.55

Interest Rate sensitivity**100 basis points increase or decrease in Interest rates will have the following impact on profit & loss:**

(₹ in lakhs)

Particulars	As at 31 st March 2021	As at 31 st March 2020
- 100 basis points increase	-	-
+ 100 basis points decrease	-	-

- 46** The following table details the Group's expected maturity for its non-derivative financial assets. The table has been drawn up based on the undiscounted contractual maturities of the financial assets including interest that will be earned on those assets. The inclusion of information on non-derivative financial assets is necessary in order to understand the Group's liquidity risk management as the liquidity is managed on a net asset and liability basis.

(₹ In Lakhs)

Maturities of Financial Assets	Total	As at March 31, 2021			
		Upto 1 year	1 to 3 years	3 to 5 years	5 years & above
Investments	0.03				0.03
Trade Receivables	943.47	943.47			
Cash and Bank balances	1,107.10	1,107.10			
Other Financial Assets	439.84	296.49			143.35
	2,490.44	2,347.05	-	-	143.38

(₹ In Lakhs)

Maturities of Financial Assets	Total	As at March 31, 2020			
		Upto 1 year	1 to 3 years	3 to 5 years	5 years & above
Investments	0.03				0.03
Trade Receivables	999.82	999.82			
Cash and Bank balances	1,303.70	1,303.70			
Other Financial Assets	653.15	515.97			137.19
	2,956.70	2,819.49	-	-	137.22

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2021 - Continued

47 Segment reporting :-

Operating segments are reported in a manner consistent with the internal reporting provided to the chief operating decision - maker. the managing Director and Chief executive officer of the Company who is responsible for allocating resources and assessing performance of the operating segments, has been identified as the chief operating decision - maker.

Reporting of Segment wise Revenue, Results, Assets And Liabilities

(₹ In Lakhs)

Particulars	Consolidated	
	Year ended 31.03.2021	Year ended 31.03.2020
	Audited	Audited
1) Segment Revenue		
a) Textile	10,907.35	10,216.40
b) Electricity and Power	1,122.62	874.32
Less: Inter-segment eliminations	(703.98)	(348.17)
Income from Operations	11,325.99	10,742.55
2) Segment Result:		
Profit / (Loss) before Tax		
a) Textile	(3,687.22)	(4,458.78)
b) Electricity and Power	(114.95)	(299.88)
Total	(3,802.17)	(4,758.66)
Less: Inter-segment eliminations	-	-
Total Profit before Tax	(3,802.17)	(4,758.66)
3) Segment Assets		
a) Textile	12,689.78	13,933.35
b) Electricity and Power	1,382.10	1,567.38
Less: Intersegment elimination	(300.43)	(43.66)
	13,771.45	15,457.07
4) Segment Liabilities		
a) Textile	19,481.25	17,012.70
b) Electricity and Power	8,803.58	8,869.48
Less: Intersegment elimination	(300.43)	(43.66)
	27,984.40	25,838.52
5) Capital Employed	21,898.53	11,576.48
6) Capital Expenditure		
a) Textile	33.32	31.49
b) Electricity and Power	-	4.31
Less: Intersegment elimination	-	-
	33.32	35.80
7) Depreciation and Amortisation expense		
a) Textile	605.54	606.75
b) Electricity and Power	103.84	104.14
Less: Intersegment elimination	-	-
	709.38	710.89

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2021 - Continued

Notes:

1. Segment revenue, results, assets and liabilities include amounts that are directly attributable to the respective segments. Amounts not directly attributable have been allocated to the segments on the best judgment of the management. Expenses not directly allocable to the segments are treated as "Unallocated Expenses".
2. Segment revenues, expenses and results include transfers between business segments. Such transfers are undertaken either at competitive market prices charged to unaffiliated customers for similar goods or at contracted rates. These transfers are eliminated on consolidation.

47.1 Out of the total revenue, there are no customers contributing to more than 10% of the total revenue.

47.2 During the year, revenue from customers within and outside India are as follows:

	31 st March 2021	31 st March 2020
Revenue from domestic sales and Services	11,067.79	9,597.03
Revenue from export sales	13.64	691.71
Total	11,081.43	10,288.74

48 Lease:-

The Group has taken certain office premises under cancellable operating leases. In the rent agreements there are no terms for purchase option or any restriction such as those concerning dividend and additional debts. Lease agreements of the company do not contain any variable lease payment or any residual value guarantees. The Group has not entered into any sublease agreement. Threshold limit for identifying low value lease is ₹ 2.50 lakhs. Short-term leases are leases with a lease term of 12 months or less.

Information in respect of leases for which right-of-use assets and corresponding lease liabilities have been recognised are as follows:

Particulars	(₹ in lakhs)	
	As at 31 st March 2021	As at 31 st March 2020
Carrying amount right-of-use assets at beginning of the year	19.72	15.17
Additions to right-of-use assets during the year	-	10.74
Deletions to right-of-use assets during the year	-	-
Amortisation of right-of-use assets during the year	7.55	6.20
Interest expense (unwinding of discount) on lease liabilities	2.59	2.93
Total cash outflows in respect of leases	10.04	8.21
Carrying amount right-of-use assets at year end	12.18	19.72

(Refer Note 2(t) for transition effect of first time adoption of Ind AS 116)

(Refer note 44 for maturity analysis of lease liabilities)

Lease rentals of ₹ 8.19 lakhs in respect of short term lease have been recognised in the statement of profit and loss as rent expense.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2021 - Continued
49. Contingent liabilities:-

(₹ In Lakhs)

Particulars	As at 31 st March 2021	As at 31 st March 2020
Claims against the Company not acknowledged as debts		
1 Taxes in dispute:-		
i) Excise duty Demand	143.00	143.00
ii) Entry-tax	114.58	114.58
iii) Income tax demand	3.99	3.99
2 Labour matters:-		
i) labour matter in dispute	69.36	69.36
ii) Provident Fund	-	28.11
3 Other:-		
i) Demand for increased lease rent	9,858.98	9,858.98
(as per lease rent agreement, rent was supposed to be reviewed by the Government authorities; which was not reviewed and demand for the same is raised during the year 2018-19. The Company has disputed on the grounds of working and restrospective effect of the same)		
	10,189.91	10,218.02

49.1 Contingent liabilities above represent estimates made mainly for probable claims arising out of litigation and disputes pending with tax authorities. The probability and timing of outflow with regard to these matters depend on the final outcome of litigations / disputes. Hence the Group is not able to reasonably ascertain the timing of the outflow.

49.2 The Group is subject to legal proceedings and claims which arise in the ordinary course of business. The Group has reviewed all its pending litigations and proceedings and has adequately provided for where provisions are required and disclosed as contingent liability, where applicable. The management does not reasonably expect that these legal actions, when ultimately concluded and determined, will have a material and adverse effect on the Group's operations or financial condition.

50. Bonus Payable :-

The Group has made an application to Labour Commissioner on November 24, 2020 to defer the payment of bonus for the year 2019-20 till November 2022.

51. Details of provision for contingencies

Provision for contingencies is towards the estimated liability on account of non-fulfilment of export obligations under the Export Promotion Capital Goods Scheme. The details of which are given below:

(₹ In Lakhs)

Sr. No.	Particulars	As at 31 st March 2021	As at 31 st March 2020
1	Balance as at the beginning of the year	808.91	751.75
2	Add: Provision made during the year	46.80	57.16
3	Less: Utilisation/ Reversal	(10.36)	-
4	Balance as at the end of the year	845.35	808.91

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2021 - Continued

52. As there are no loans and advances in the nature of loans to subsidiaries, associates and companies in which Directors are interested, additional disclosure as required by Regulation 34(3) and Schedule V of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 is not applicable.
53. The Group has consolidated accumulated losses of ₹ 36,157.87 lakhs as at March 31, 2021 and the Group has a negative net worth of ₹ 12,930.39 lakhs. The continuity of the operations of the Group is dependent upon the continued operational and financial support of the Holding Company.

The textile business has witnessed demand for its yarns during the current period and the Management believes that it is likely to continue. Due to adequate labour available at the Plant, the Company will be able to meet the demand. Further the Company anticipates cost savings on raw materials and other operating expenses in the current year due to alternative options available. The power plant of the Subsidiary has also been operational now. Based on these reasons, the financial statements of the Company have been prepared on a going concern basis.

54. The COVID-19 pandemic has brought economies, businesses and lives around the world to a standstill, and our country is no exception. Based on the directives and advisories issued by central and state governments and other relevant authorities during the lock down, our operations at the factory and power plant were affected. Considering the unprecedented and ever evolving situation, the Group had made assessment of recoverability and carrying value of its assets comprising of tangible assets, inventories and other current assets as at March 31, 2021 and made appropriate provisions. The situation is continuously evolving, the impact assessed may be different from the estimates made as at the date of approval of these financial statements. The management will continue to monitor any material changes arising due to the impact of this pandemic on financial and operational performance of the Group and take necessary measures to address the situation.
55. Gokak Power & Energy Limited, a subsidiary has filed the full and final insurance claim on May 6, 2021 related to the damage of its hydro power plant, in the year 2019-20, aggregating to ₹ 353.65 lakhs. There were no further updates/communication from the insurer in this regard till the date of approval of these financial statements and accordingly, relevant adjustments /entries for the claim receivable will be recorded in the books in the forthcoming financial year.
56. Previous year figures have been regrouped / reclassified wherever necessary to correspond with the current year's classification / disclosure.
57. Approval of Financial Statements :- Consolidated financial statements were approved for issue by the board of directors on 28th June 2021.

As per our report of even date
For BATLIBOI & PUROHIT
Chartered Accountants
Firm Reg No. 101048W

Kaushal Mehta
Partner
Membership No. 111749

Place: Mumbai
Date: June 28, 2021

Vipan Kumar Sharma
Chief Financial Officer

Rakesh M. Nanwani
Company Secretary
Membership No. A45718

For and on behalf of the Board of Director
Vinod Bhandawat
Chairman
(DIN: 02873571)

Ramesh R. Patil
CEO & Managing Director
(DIN: 07568951)

Place: Mumbai
Date: June 28, 2021



**BOARDS' REPORT
AND
FINANCIAL STATEMENTS OF
GOKAK POWER & ENERGY LIMITED FOR
THE YEAR ENDED MARCH 31, 2021**

Directors	:	Vinod Bhandawat - Non-Executive Director (w.e.f October 7, 2020) Chairman (w.e.f. June 28, 2021) Ramesh R. Patil - Wholetime Director Pradip N. Kapadia - Independent Director Chandrakant G. Shah - Non-Executive Director Nikhil J. Bhatia - Independent Director
Chief Financial Officer	:	Avadhut Sarnaik (upto May 01, 2021) Vipan Kumar Sharma (w.e.f June 28, 2021)
Company Secretary & Compliance Officer	:	Rakesh M. Nanwani
Statutory Auditors	:	Batliboi & Purohit, Chartered Accountants
Bankers	:	ICICI Bank Limited
Hydro Power House	:	Gokak Falls-591 308 (District Belagavi - Karnataka)
D J Madan Power House	:	Dupdhal, Taluka : Gokak Dist. Belagavi, Karnataka
Registered Office	:	#1, 2 nd Floor, 12 th Cross, Ideal Homes, Near Jayanna Circle, Rajarajeshwari Nagar, Bengaluru – 560 098
CIN	:	U40103KA2012PLC062107
GSTIN	:	29AAECG7331B1ZU



Report of Board and Management Discussion & Analysis

To,
The Members of
Gokak Power & Energy Limited

Your Directors present their Report together with the Audited Financial Statements of your Company for the financial year ended March 31, 2021.

1. Financial Results and State of Company's Affairs

(₹ in Lakhs)

	Particulars	For the Financial Year 01.04.2020 to 31.03.2021	For the Financial Year 01.04.2019 to 31.03.2020
(a)	Gross Revenue	1,122.63	874.32
	Less: Costs	333.84	222.69
(b)	Balance	788.79	651.63
	Less Interest	799.86	847.36
(c)	Cash Profit / (Loss)	(11.07)	(195.73)
	Less Depreciation	354.59	354.53
(d)	Profit / Loss (after depreciation carried to balance sheet)	(365.66)	(550.26)
	Less: Deferred Tax	-	-
	Other Comprehensive Income	(4.48)	(0.08)
(e)	Net Profit/ (Loss)	(370.14)	(550.34)

2. Operations

During the year under review, your Company has recorded gross income of ₹ 1,122.63 lakhs (previous year ₹ 874.32 lakhs) and net loss for the year of ₹ (370.14) lakhs (previous year ₹ (550.34) lakhs). During the year 2019-20, entire powerhouse of 8.0 MW situated in Gokak Falls was submerged due to an unprecedented flood on August 7, 2019. Out of 8 MW, 7 MW sets have been repaired and restored for power generation, remaining 1 MW old hydro power plant which was heavily damaged and required major repairs, has been repaired, tested in June 2021. Once the water is available in monsoon the load trail will be taken and after successful completion of the load trial the set will be available for commercial generation of power. In addition to the damage of the plant and machinery of the power plant, the canal system was also damaged due to deluge of floods. The Canal system of 4.5 MW plant has been partially repaired.

The Company has filed the full and final insurance claim on May 06, 2021 related to the damage of its hydro power plant including Canal system, in the year 2019-20, aggregating to Rs 353.65 lakhs. The management is of the opinion that significant portion of the repairs and replacement cost incurred will be recovered through insurance claim. The Company has received an advance amount of ₹ 100 lakhs from the Insurance Company towards the expenses incurred on repairs.

As on March 31, 2021 the Company had receivables from HESCOM aggregating Rs 426.84 lakhs. Against this outstanding the Company has received Rs 399.40 lakhs from HESCOM on June 16, 2021. The outstanding has been cleared up to March 2021 and only part amount of 27.44 lakhs is outstanding.

3. Outlook

As per the forecast by India Meteorological Department, it is expected the monsoon will be normal for this year. The reservoirs will be full and water will be available from the Hidkal Dam for the whole year for the power generation. Also the Company will put all efforts to maximize the power generation through efficient management and proper maintenance of the plant and achieve almost equivalent to the total production capacity.

4. Share Capital

The paid up equity share capital of the Company as on March 31, 2020 was ₹ 49 Crores. During the year under review, the Company has not issued any shares with differential voting rights or 'sweat equity shares' and has not granted any stock options.

5. Dividend and Transfer to Reserves

In view of the results for the year, no dividend has been recommended for the year. No amount has been transferred to the Reserves during the year.

6. Material changes and commitments

There were no material changes and commitments affecting the financial position of the Company which have occurred, between the end of the financial year of the company to which the financial statements relate and the date of the Report.

7. Holding Company / Subsidiary Company/Joint venture/Associate

The Company is subsidiary of Gokak Textiles Limited, which holds 51 % of the paid-up share capital. Gokak Textiles limited is engaged in the business of textiles, manufacturing cotton yarn, blended yarn, fabrics, terry towels, t-shirts, undergarments, etc.

The Company does not have any subsidiary / associate or joint venture Company.

8. Deposits

During the year under review, the Company has not accepted any deposits within the meaning of Section 73 of the Companies Act, 2013 and Rules framed there under and there is no outstanding deposit.

9. Board of Directors and Key Managerial Personnel

The composition of Board of Directors of the Company is as under:

Sr. No	Name of the Director	Designation	Category
1	Mr. Vinod Bhandawat # (DIN: 02873571)	Director	Non-Executive Non-Independent
2	Mr. Chandrakant G Shah (DIN: 00002358)	Director	Non-Executive Non-Independent
3	Mr. Nikhil Bhatia (DIN: 00414281)	Director	Non-Executive Independent
4	Mr. Pradip N Kapadia (DIN:00078673)	Director	Non-Executive Independent
5	Mr. Ramesh R Patil (DIN:07568951)	Wholetime Director	Executive Non- Independent

Appointed with effect from October 07, 2020.

Mr. Chandrakant G. Shah is due to retire by rotation at the ensuing Annual General Meeting and being eligible, seeks re- appointment. The Board of Directors recommends his re-appointment as Director of the Company.

Mr. Vinod Bhandawat has been appointed as an Additional Director of the Company with effect from October 07, 2020. In the Notice of ensuing Annual General Meeting of the Company an item for appointment of Mr. Vinod Bhandawat as Non - Independent Non – Executive Director of the Company has been included.



Mr. Avadhut Sarnaik, Chief Financial Officer of the Company passed away on May 01, 2021. The Board places on record the valuable contributions of Mr. Avadhut Sarnaik to the Company and expressed its deep condolences on the sudden and untimely sad demise of Mr. Avadhut Sarnaik.

Mr. Vipin Kumar Sharma has been appointed as Chief Financial Officer of the Company with effect from June 28, 2021.

Key Managerial Personnel of the Company as on March 31, 2021 were Mr. Ramesh R Patil, Chief Executive Officer & Managing Director, Mr. Rakesh M. Nanwani, Company Secretary and Mr. Avadhut Sarnaik, Chief Financial Officer.

The Company has received declarations from all the Independent Directors of the Company confirming that they meet the criteria of Independence as laid down under section 149(6) of the Companies Act, 2013 and there has been no change in the circumstances, which may affect their status as the Independent Directors during the year.

10. Meetings of the Board of Directors and Attendance

The Board met at least once in each quarter. 4 Meetings were held during the financial year ended March 31, 2021 i.e. on June 29, 2020; August 20, 2020; November 11, 2020 and February 11, 2021. The number of meetings held and attended during the year are as under:

Sr. No	Name of the Directors	Number of Board Meetings during the Financial year ended March 31, 2021	
		Held	Attended
1.	Mr. Mukundan Srinivasan *	4	1
2.	Mr. Chandrakant G. Shah	4	4
3.	Mr. Nikhil J. Bhatia	4	4
4.	Mr. Pradip N. Kapadia	4	4
5.	Mr. Ramesh R. Patil	4	4
6.	Mr. Vinod Bhandawat #	4	1

* Resigned with effect from August 24, 2020.

Appointed as Director with effect from October 07, 2020.

11. Committees of the Board

a. Audit Committee

The Company has an Audit Committee at the Board level which acts as the link between the Management and the Statutory and Internal Auditors and the Board of Directors. It interacts with statutory and internal auditors and reviews and recommends their appointment and remuneration. The Audit Committee is provided with necessary assistance and information, so as to enable it to carry out its function effectively.

The composition of Audit Committee of the Company is as under:

Sr. No	Name of the Director	Category
1	Mr. Nikhil J. Bhatia - Chairman (DIN: 00414281)	Non-Executive Independent
2	Mr. Chandrakant G. Shah (DIN: 00002358)	Non-Executive Non-Independent
3	Mr. Pradip N. Kapadia (DIN:00078673)	Non-Executive Independent

The Chairman of the Audit Committee is an Independent Director. All the Members of the Committee have relevant expertise in accounting and financial Management. The Wholetime Director and Chief Financial Officer are permanent invitees to the Audit Committee Meetings. The Company Secretary also functions as Compliance Officer.

The Statutory Auditors and Internal Auditors of the Company are also invited to the Audit Committee Meetings. Discussions with the Management and the Statutory Auditors, the audit plan for the financial year and a joint post-audit review of the same are held at regular intervals.

The Company places all the relevant details before the Audit Committee periodically.

The Committee meets at least once in each quarter. 4 Meetings were held during the financial year ended March 31, 2021 i.e. on June 29, 2020; August 20, 2020; November 11, 2020 and February 11, 2021.

The number of meetings held and attended during the year are as under:

Sr. No	Name of the Directors	Number of Audit Committee Meetings held during the Financial year ended March 31, 2021	
		Held	Attended
1.	Mr. Nikhil J. Bhatia - Chairman	4	4
2.	Mr. Chandrakant G. Shah	4	4
3.	Mr. Pradip N. Kapadia	4	4

b. Nomination and Remuneration Committee

The Nomination and Remuneration Committee is responsible for determining the compensation payable to Directors, Executive Director and the Senior Management Personnel, based on industry practices and performance of individuals.

Brief description of terms of reference:

1. Identifying persons who are qualified to become Directors and who may be appointed in senior management in accordance with the criteria laid down and recommending to the Board their appointment and removal.
2. Formulating the criteria for determining qualifications, positive attributes and independence of a director and recommending to the Board a policy, relating to the remuneration for the directors, key managerial personnel and other employees.
3. Formulating the criteria for evaluation of Independent Directors and the Board as a whole.
4. Devising a policy on Board diversity.
5. Approving the remuneration after taking into account financial position of the Company, trend in the industry, qualification, experience and past performance of the appointee.
6. Reviewing and determining all elements of remuneration package striking the balance between the interest of the Company and the shareholders
7. All information about the Directors/Managing Director/ Whole time Director/ Key Managerial Personnel i.e background details, past remuneration, recognition or awards, job profile, etc., shall be considered and disclosed to Shareholders, whenever required.



The composition of Nomination and Remuneration Committee of the Company is as under:

Sr. No	Name of the Director	Category
1	Mr. Nikhil J. Bhatia - Chairman (DIN: 00414281)	Non-Executive Independent
2	Mr. Chandrakant G. Shah (DIN: 00002358)	Non-Executive Non-Independent
3	Mr. Pradip N. Kapadia (DIN:00078673)	Non-Executive Independent

Two (2) Meetings were held during the financial year ended March 31, 2021 i.e. on June 29, 2020 and February 11, 2021.

The number of meetings held and attended during the year are as under:

Sr. No	Name of the Directors	Number of Nomination and Remuneration Committee Meetings held during the Financial year ended March 31, 2021	
		Held	Attended
1.	Mr. Nikhil J. Bhatia- Chairman #	2	2
2.	Mr. Chandrakant G. Shah	2	2
3.	Mr. Pradip N. Kapadia	2	2

12. Board Evaluation

Pursuant to the provisions of the Companies Act, 2013, the Board has carried out an annual performance evaluation of its own performance, the directors individually, as well as, the evaluation of the working of its Audit and Nomination and Remuneration Committees.

In a separate meeting of Independent Directors, performance of Non- Independent Directors of the Board as a whole and the performance of the Chairman were evaluated.

13. Particulars of Employees

During the financial year 2020 - 21, the Company did not have any employee who was in receipt of remuneration in aggregate not less than ₹ 1.02 crores p.a if employed through the financial year and in aggregate not less than ₹ 8.50 lakhs p.m if employed for part of financial year.

14. Auditors and Auditors Report :

(a) Statutory Auditors

Pursuant to the provisions of section 139 of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014, Batliboi & Purohit, Chartered Accountants (ICAI Firm Registration no. 101048W) were appointed as the Statutory Auditors of the Company for a term of 5 (five) years to hold office from the conclusion of the 6th Annual General Meeting of the Company till the conclusion of the 11th Annual General Meeting of the Company.

The Audit Report of the Statutory Auditors forms part of the Annual Report. The Auditors' Report does not contain any qualification. Notes to Accounts and Auditor's remarks in their report are self-explanatory and do not call for any further comments.

(b) Secretarial Auditor

Pursuant to Section 204 of the Companies Act, 2013 and Regulation 24A of the SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015, the Company has appointed KDSH & Associates LLP, Company Secretaries, to conduct Secretarial Audit of the Company. The Report of the Secretarial Auditor is annexed herewith as **Annexure I** to this Report. The Report of the Secretarial Auditor of the Company does not contain any qualification, reservation or adverse remark or disclaimer.

15. Particulars of loans, guarantees or investments under section 186

Particulars of Loans, Guarantees or Investments covered under the provisions of Section 186 of the Companies Act, 2013 are given in the notes to the Financial Statements, as applicable.

16. Particulars of contracts or arrangements with related parties:

All related party transactions that were entered into during the financial year were on arm's length basis and were in the ordinary course of business.

During the year under review, there were no materially significant related party transactions with the Promoter, Directors, Key Managerial Personnel or the Designated Persons, which may have a potential conflict with the interest of Company at large except sale of power to the holding company, which has been approved by the shareholders.

All related party transactions are placed before the Audit Committee for approval. Prior omnibus approval of the Audit Committee is obtained for transactions which are of a foreseen and repetitive nature. The transactions entered pursuant to the omnibus approval so granted are placed before the Audit Committee on a quarterly basis.

The particulars of contracts or arrangements entered into by the Company with related parties referred to in sub-section (1) of section 188 of the Companies Act, 2013 has been disclosed in Form No. AOC-2 as **Annexure II** to this report.

17. Statutory Disclosures :

There are no significant and material orders passed by the regulators or courts or tribunals which would impact the going concern status and Company's operations in future.

18. Obligation of Company under the sexual harassment of women at workplace (Prevention, Prohibition and Redressal) Act, 2013 :

The Company has adopted a policy as per the provisions of Sexual harassment of women at workplace (Prevention, Prohibition and Redressal) Act, 2013 and Rules made thereunder for prevention, prohibition and redressal of complaints of sexual harassment at workplace. During the year under review, no complaints on sexual harassment were received.

**19. Conservation of energy, technology absorption and foreign exchange earnings and outgo :**

The details of conservation of energy, technology absorption, foreign exchange earnings and outgo are as follows:

a) Conservation of energy :

(i)	The steps taken or impact on conservation of energy.	a	Procured a new centrifugal filtering machine for purifying used hydraulic and gearbox oil used in our hydro plant to minimise the wastage of oils and procurement of new oil by recycling the same.
		b	Water leakages in the canal were repaired to stop wastage of water, thereby using the same water for power generation. This is an ongoing process and it will be continued.
(ii)	The steps taken by the Company for utilizing alternate sources of energy.	The Company has its own Hydro-Generation.	
(iii)	The capital investment on energy conservation equipments.	NIL	

(b) Technology absorption :

(i)	the efforts made towards technology absorption	Nil
(ii)	the benefits derived like product improvement, cost reduction, product development or import substitution	
(iii)	in case of imported technology (imported during the last three years reckoned from the beginning of the financial year)-	
	(a) the details of technology imported	
	(b) the year of import;	
	(c) whether the technology been fully absorbed	
	(d) if not fully absorbed, areas where absorption has not taken place, and the reasons thereof and future plan of action	
(iv)	the expenditure incurred on Research and Development	

(c) Foreign exchange earnings and outgo : NIL**20. Human Resources :**

Human resource is the most important resource for your company and this resource has been provided opportunity for self-development and provided very good working and social environment to attract and retain the talent.

The employee relations have been very cordial and this has helped put forth sustained efforts even during challenging period to achieve the desired output of the plant.

21. Directors' Responsibility Statement:

Pursuant to the provisions of Section 134(3)(c) of the Companies Act, 2013 and based on the representations received from the operating management, the Directors hereby confirm that :-

- a. in the preparation of the annual accounts, the applicable Accounting Standards had been followed along with proper explanation relating to material departures;
- b. they have selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company at the end of the financial year and of the profit or loss of the Company for that period;
- c. they have taken proper and sufficient care to the best of their knowledge and ability for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 2013 for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- d. they have prepared the annual accounts, on a going concern basis;
- e. they have laid down internal financial controls to be followed by the Company and that such internal financial controls are adequate and were operating effectively; and
- f. they have devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

22. Internal Financial Control and their adequacy:

The Company has Internal Control systems, which ensure that all transactions are satisfactorily recorded and reported and all assets are protected against loss from an unauthorized use or otherwise. The internal control systems are supplemented by an internal audit system carried out by independent firm of Chartered Accountants and a periodical review by the management. The findings of such Internal Audits are addressed through suitable corrective measures. The Audit Committee of the Board meets at a regular intervals and advises on significant issues raised by, both, the Internal Auditors and the Statutory Auditors. The process of internal control, systems, statutory compliance, risk analysis, information technology and its management are woven together to provide a meaningful support to the management of the business.

Batliboi & Purohit, Chartered Accountants, the statutory auditors of the Company have audited the financial statements included in this annual report and have issued report, inter alia, on the internal financial controls over financial reporting as defined under section 143 of the Companies Act, 2013.

23. Risk Management Policy:

The Company recognizes that risk is an integral part of business. The company has developed and implemented a 'Risk Management Policy' as per which the Directors themselves periodically assess risks in the internal and external environment as also elements of risk, if any, which may threaten the existence of the company.

The main objective of this plan is to ensure sustainable business growth with stability and to promote a proactive approach in reporting, evaluating and resolving risks associated with the business. In order to achieve the key objective, the plan establishes a structured and disciplined approach to Risk Management, in order to guide decisions on risk related issues.

In today's challenging and competitive environment, strategies for mitigating inherent risks in accomplishing the growth plans of the Company are imperative. The common risks inter alia are: Regulations, Competition, Business risk, Technology obsolescence, retention of talent and expansion of facilities.

As a matter of policy, these risks are assessed and steps as appropriate are taken to mitigate the same.



24. Details Of Fraud Report By Auditor:

There have been no instances of fraud reported by the Statutory Auditor of the Company under Section 143(12) of the Companies Act, 2013 and the Rules framed there under either to the Company or to the Central Government.

25. Corporate Social Responsibility Committee (CSR)

The provisions of section 135 of the Companies Act, 2013 are not presently applicable to the Company.

The Company has ensured necessary compliance with the requirements of the Companies Act, 2013 and other authorities and the details of non-compliance and penalties are not applicable. The Company follows all relevant Accounting Standards. The Company as compiled with all the Secretarial Standards (SS) issued by The Institute of Company Secretaries of India.

27. Acknowledgements :

Your Directors wish to place on record their sincere appreciation for the assistance given by the Company's Bankers and acknowledge that their support has been a source of considerable strength. The Directors commend the continued commitment and dedication of employees at all levels. The Directors also wish to acknowledge with thanks all other stakeholders for their valuable sustained support and encouragement. Your Directors look forward to receiving similar support and encouragement from all stakeholders in the years ahead.

For and on behalf of the Board of Directors

Place : Mumbai,
Date : June 28, 2021

Ramesh R. Patil
Whole-time Director
DIN : 07568951

Vinod Bhandawat
Chairman
DIN: 02873571

Form No.MR-3

SECRETARIAL AUDIT REPORT

[Pursuant to Section 204(1) of the Companies Act, 2013 and Rule No. 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014]

[Pursuant to Regulation 24A of SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015]

FOR THE FINANCIAL YEAR ENDED: 31st March, 2021

To,
The Members,
GOKAK POWER & ENERGY LIMITED

We have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **GOKAK POWER & ENERGY LIMITED (CIN: U40103KA2012PLC062107)** (hereinafter called the Company). Secretarial Audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing our opinion thereon.

Based on our verification of the Company's books, papers, minute books, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, we hereby report that in our opinion, the Company has, during the financial year ended on 31st March, 2021 complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

We have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company during the audit period according to the provisions of:

- i. The Companies Act, 2013 (the Act) and the Rules made thereunder;
- ii. The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the Rules made thereunder;-Not Applicable
- iii. The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;
- iv. Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of foreign direct investment and overseas direct investment and External Commercial Borrowings. (No such transaction took place during the Audit Period);
- v. The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act')
 - a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011; -Not Applicable
 - b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;- Not Applicable
 - c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009; -Not Applicable
 - d) The Securities and Exchange Board of India ((Share Based Employee Benefits) Regulations, 2014; -Not Applicable
 - e) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008; -Not Applicable
 - f) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993;-Not Applicable
 - g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009; -Not Applicable
 - h) The Securities and Exchange Board of India (Buyback of Securities) Regulations,1998; -Not Applicable
 - i) Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015; -Not Applicable
- vi. Other laws applicable specifically to the Company namely:

Labour Laws

- a) The Factories Act, 1948
- b) The Employment Exchanges (Compulsory notification of Vacancies) Act, 1959
- c) The Employees Provident Fund & Miscellaneous Provisions Act, 1952
- d) The Employees State Insurance Act, 1948
- e) The Payment of Wages Act, 1936
- f) The Child Labour (Regulation & Abolition) Act, 1970
- g) The Contract Labour (Regulation & Abolition) Act, 1970
- h) The Shops & Establishments Act, 1961



- i) The Industrial Establishments (National and Festival Holidays) Act, 1963
- j) The Karnataka Daily Wage Employees Welfare Act, 2012
- k) The Sexual Harassment of Women at Work Place (Prevention, Prohibition & Redressal) Act, 2013
- l) The Industrial Disputes Act, 1947
- m) The Minimum Wages Act, 1948
- n) The Maternity Benefit Act, 1961
- o) Payment of Bonus Act, 1965

Environmental Laws

- a) The Water (Prevention & Control of Pollution) Act, 1974
- b) The Air (Prevention & Control of Pollution) Act, 1981

The Company is not discharging the contaminated water at the public drains/ivers. The company has efficient water treatment plants at its factory premises.

The company has been disposing the hazardous waste as per applicable rules.

Power Sector

- a) The Electricity Act, 2003
- b) National Tariff Policy
- c) Essential Commodities Act, 1955

We have also examined compliance with the applicable clauses of the following:

- i. Secretarial Standards issued by The Institute of Company Secretaries of India on Meetings of the Board of Directors and General Meeting i.e SS-1 and SS-2.

During the period under review, the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, etc.

We further report that the Company has, in our opinion, complied with the provisions of the Companies Act, 2013 and the Rules made under that Act as notified by Ministry of Corporate Affairs and the Memorandum and Articles of Association of the Company, with regard to:

- a) Maintenance of various statutory registers and documents and making necessary entries therein;
- b) Closure of the Register of Members.
- c) Forms, returns, documents and resolutions required to be filed with the Registrar of Companies and the Central Government;
- d) Service of documents by the Company on its Members, Auditors and the Registrar of Companies;
- e) Notice of Board meetings and Committee meetings of Directors;
- f) The Meetings of Directors and Committees of Directors including passing of resolutions by circulation;
- g) The Annual General Meeting held on 29th September, 2020;
- h) Minutes of proceedings of General Meetings and of the Board and its Committee meetings;
- i) Approvals of the Members, the Board of Directors, the Committees of Directors and the government authorities, wherever required;
- j) Constitution of the Board of Directors / Committee(s) of Directors, appointment, retirement and reappointment of Directors including the Managing Director;
- k) Payment of remuneration to Directors.
- l) Appointment and remuneration of Auditors.
- m) Transfers and transmissions of the Company's shares and issue and dispatch of duplicate certificates of shares;
- n) Borrowings and registration, modification and satisfaction of charges wherever applicable;
- o) Investment of the Company's funds including investments and loans to others;
- p) form of balance sheet as prescribed under Part I, form of statement of profit and loss as prescribed under Part II and General Instructions for preparation of the same as prescribed in Schedule III to the Act;
- q) Board's Report;
- r) Contracts, common seal, registered office and publication of name of the Company;
- s) Generally, all other applicable provisions of the Act and the Rules made under the Act.

We further report that

The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors. The changes in the composition of the Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Act.

Adequate notice is given to all directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent at least seven days in advance, and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.

We further report that there are adequate systems and processes in the company commensurate with the size and operations of the Company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

Place: Bangalore
Date: 25th June, 2021

For **KDSH & Associates LLP**

Kiran Desai
Designated Partner
FCS10056| CP No: 12924
UDIN: F010056C000513592

* This Report is to be read with our letter of even date which is annexed as Annexure A and forms an integral part of this Report.

‘Annexure A’

To,
The Members,
Gokak Power & Energy Limited
CIN: U40103KA2012PLC062107
#1, 2nd Floor, 12th Cross Ideal Homes,
Near Jayanna Circle, Rajarajeshwari Nagar
Bangalore-560098

Our report of even date is to be read along with this letter.

1. Maintenance of Secretarial record is the responsibility of the management of the Company. Our responsibility is to express an opinion on these secretarial records based on our audit.
2. We have followed the audit practices and process as were appropriate to obtain reasonable assurance about the correctness of the contents of the Secretarial records. The verification was done on test basis to ensure that correct facts are reflected in secretarial records. We believe that the processes and practices, we followed provide a reasonable basis for our opinion.
3. We have not verified the correctness and appropriateness of financial records and Books of Accounts of the Company.
4. Wherever required, we have obtained the Management representation about the compliance of laws, rules and regulations and happening of events etc.
5. The compliance of the provisions of Corporate and other applicable laws, Rules, Regulations, standards is the responsibility of management. Our examination was limited to the verification of procedures on test basis.
6. The Secretarial Audit report is neither an assurance as to the future viability of the Company nor of the efficacy or effectiveness with which the management has conducted the affairs of the Company.
7. We further report that, based on the information provided by the Company, its officers, authorised representatives during the conduct of the audit and also on the review of quarterly compliance report by the respective departmental heads/ Company Secretary/Whole-time Director taken on record by the Board of the Company, in our opinion adequate systems and process and control mechanism exist in the Company to monitor compliance with applicable general laws like labour laws and Environment laws.
8. Some of the required information for the audit was shared through email and other online channel as physical verification could not be done due to lockdown on account of COVID -19 Pandemic during the time of audit.
9. We further report that the Compliance by the Company of applicable financial laws like Direct & Indirect tax laws has not been reviewed in this audit since the same has been subject to review by the statutory financial audit and other designated professionals.

Place: Bangalore
Date: 25th June, 2021

For **KDSH & Associates LLP**

Kiran Desai
Designated Partner
FCS10056| CP No: 12924
UDIN: F010056C000513592



Form AOC-2

(Pursuant to clause (h) of sub-section (3) of section 134 of the Act and Rule (8) (2) of The Companies (Accounts) Rules, 2014)

Forms for disclosure of particulars of contracts/arrangements entered into by the Company with related parties referred to in sub-section (1) of section 188 of The Companies Act, 2013 including certain arm's length transactions under third proviso thereto

1.	Details of contracts / arrangements or transactions not at arm's length basis	NIL
2.	Details of material contracts / arrangements or transactions at arm's length basis	01-April-2020 to 31-March-2021
	a. Name of related party and nature of relationship	Gokak Textiles Limited (Holding Company)
	b. Nature of contracts / arrangements /transactions	Agreement for transfer of power between Gokak Power & Energy Limited and Gokak Textiles Limited, Holding Company captive user for consumption.
	c. Duration of contracts / arrangements/ transactions	20 years w.e.f. 27.09.2012
	d. Salient terms of the contracts / arrangements/ transactions including Value, if any	Captive user agrees to pay ₹ 4.38 + ₹0.20 (electricity duty) for every unit of power transferred, subject to conditions laid out in the agreement
	e. Dates of Approval by the Board, if any	22.05.2012
	f. Amount paid as advance, if any	Security Deposit – Rupees One Crore

For and on behalf of the Board of Directors

Place : Mumbai,
Date : June 28, 2021

Ramesh R. Patil
Whole-time Director
DIN : 07568951

Vinod Bhandawat
Chairman
DIN: 02873571

INDEPENDENT AUDITOR'S REPORT

To the Members of Gokak Power & Energy Limited

Report on the Audit of the Financial Statements

Opinion

We have audited the accompanying financial statements of **Gokak Power & Energy Limited** ("the Company"), which comprise the Balance Sheet as at March 31, 2021, the Statement of Profit and Loss (including Other Comprehensive Income), the Statement of Changes in Equity and the Statement of Cash Flows for the year ended on that date, and a summary of the significant accounting policies and other explanatory information (hereinafter referred to as "the financial statements").

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid financial statements give the information required by the Companies Act, 2013 ("the Act") in the manner so required and give a true and fair view in conformity with the Indian Accounting Standards prescribed under section 133 of the Act read with the Companies (Indian Accounting Standards) Rules, 2015, as amended, ("Ind AS") and other accounting principles generally accepted in India, of the state of affairs of the Company as at March 31, 2021, the Loss (including other comprehensive income), changes in equity and its cash flows for the year ended on that date.

Basis for Opinion

We conducted our audit of the financial statements in accordance with the Standards on Auditing specified under section 143(10) of the Act (SAs). Our responsibilities under those Standards are further described in the Auditor's Responsibilities for the Audit of the Financial Statements section of our report. We are independent of the Company in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India (ICAI) together with the independence requirements that are relevant to our audit of the financial statements under the provisions of the Act and the Rules made thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the ICAI's Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the financial statements.

Information Other than the Financial Statements and Auditor's Report Thereon

The Company's Board of Directors is responsible for the preparation of the other information. The other information comprises the information included in the Management Discussion and Analysis, Board's Report including Annexures to Board's Report, Business Responsibility Report, Corporate Governance and Shareholder's Information, but does not include the financial statements and our auditor's report thereon.

Our opinion on the financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the financial statements or our knowledge obtained during the course of our audit or otherwise appears to be materially misstated.

If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

Management's Responsibility for the Financial Statements

The Company's Board of Directors is responsible for the matters stated in section 134(5) of the Act with respect to the preparation of these financial statements that give a true and fair view of the financial position, financial performance, total comprehensive income, changes in equity and cash flows of the Company in accordance with the Ind AS and other accounting principles generally accepted in India. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.



In preparing the financial statements, management is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

The Board of Directors are responsible for overseeing the Company's financial reporting process.

Auditor's Responsibilities for the Audit of the Financial Statements

Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements.

As part of an audit in accordance with SAs, we exercise professional judgment and maintain professional scepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal financial controls relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Act, we are also responsible for expressing our opinion on whether the Company has adequate internal financial controls system in place and the operating effectiveness of such controls.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

Materiality is the magnitude of misstatements in the financial statements that, individually or in aggregate, makes it probable that the economic decisions of a reasonably knowledgeable user of the financial statements may be influenced. We consider quantitative materiality and qualitative factors in (i) planning the scope of our audit work and in evaluating the results of our work; and (ii) to evaluate the effect of any identified misstatements in the financial statements.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2016 ("the Order") issued by the Central Government in terms of Section 143(11) of the Act, we give in "Annexure A" a statement on the matters specified in paragraphs 3 and 4 of the Order.
2. As required by Section 143(3) of the Act, based on our audit we report that:
 - a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.
 - b) In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books.
 - c) The Balance Sheet, the Statement of Profit and Loss including Other Comprehensive Income, Statement of Changes in Equity and the Statement of Cash Flow dealt with by this Report are in agreement with the relevant books of account.
 - d) In our opinion, the aforesaid financial statements comply with the Ind AS specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.
 - e) On the basis of the written representations received from the directors as on March 31, 2021 taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2021 from being appointed as a director in terms of Section 164 (2) of the Act.
 - f) With respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate Report in "Annexure B". Our report expresses an unmodified opinion on the adequacy and operating effectiveness of the Company's internal financial controls over financial reporting.
 - g) With respect to the other matters to be included in the Auditor's Report in accordance with the requirements of section 197(16) of the Act, as amended:

In our opinion and to the best of our information and according to the explanations given to us, the Company has not paid any remuneration to its directors during the year under the provisions of section 197 of the Act.
 - h) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, as amended in our opinion and to the best of our information and according to the explanations given to us:
 - i. The Company does not have any pending litigations that would impact its financial position in its Ind AS financial statements.
 - ii. The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses.
 - iii. There are no amounts required to be transferred, to the Investor Education and Protection Fund by the Company.

For BATLIBOI & PUROHIT
Chartered Accountants
ICAI Firm Reg. No.101048W

Kaushal Mehta
Partner
Membership No.111749
ICAI UDIN:21111749AAAAEO1466

Place : Mumbai
Date: June 28, 2021



Annexure - A to the Auditors' Report

(referred to in paragraph 1 under 'Report on Other Legal and regulatory requirements' section of our report to the members of **Gokak Power & Energy Limited** of even date)

- i. a) The Company has maintained proper records showing full particulars, including quantitative details and situation of Fixed Assets.
- b) As informed to us, the Company has a program of physical verification by which all fixed assets are verified in a phased manner over a period of two years. In our opinion the periodicity of physical verification is reasonable having regard to the size of the Company and the nature of its assets. Pursuant to the program, fixed assets were physically verified by the management during the year. According to the information and explanations given to us, no material discrepancies were noticed on such verification.
- c) In our opinion and according to the information and explanations given to us and on the basis of examination of the records of the Company the title deeds of immovable properties are held in the name of the Company.
- ii. The management has conducted physical verification of inventory of stores and spares during the year. In our opinion the frequency of such verification is reasonable. Discrepancies noticed on physical verification of inventories were not material.
- iii. The Company has not granted loans, secured or unsecured to bodies corporate, Firms, Limited Liability Partnerships covered in the register maintained under section 189 of the Companies Act, 2013 ('the Act') Accordingly paragraph 3(iii) of the order is not applicable to the company.
- iv. In our opinion and according to the information and explanation given to us there are no loans, investments, guarantees and securities given during the year in respect of which provisions of section 185 and 186 of the Act, are applicable and hence not commented upon.
- v. The Company has not accepted any deposits from the public and hence the directives issued by the Reserve Bank of India and the provisions of Section 73 to 76 or any other relevant provisions of the Companies Act and the Rules framed are not applicable.
- vi. To the best of our knowledge and as explained, the Central Government has not specified the maintenance of cost records under clause 148(1) of the Companies Act, 2013 for the Company. Accordingly, paragraph 3 (vi) of the Order are not applicable to the Company.
- vii. a) According to the information and explanations given to us and on the basis of our examination of the records, the Company is generally regular in depositing undisputed statutory dues including provident fund, income-tax, duty of customs, employees' state insurance, Goods and service tax, professional tax, cess and other material statutory dues to the appropriate authorities.

There were no undisputed amounts payable in respect of provident fund, employees' state insurance, income-tax, goods and service tax, customs duty, professional tax, cess and other material statutory dues in arrears as at year end for a period of more than six months from the date they became payable.

According to the information and explanations given to us by the Company and on the basis of our examination of the books of account and the record, there are no dues of Provident Fund, employees' state insurance Income Tax, Goods and service tax, Duty of Customs, outstanding on account of any dispute.

- viii. Based on our audit procedures and as per the information and explanations given by the management, we are of the opinion that the Company has defaulted in repayment of loan to Bank in case of one term loan instalment as below. There were no outstanding loans or borrowings from any financial institutions, Government or debenture holders.

Name of lenders	Nature of Loan	Particulars	Amount of default as at Balance Sheet date (Rs in Lakhs)	Period of default
ICICI Bank Ltd	Term Loan	Principal	280.85	March 30, 2021 to June 1, 2021 (since paid)

- ix. The Company has not raised money through initial public offer or further public offer (including debt instruments). In our opinion and according to the information and explanations given to us and based on the documents and records examined by us on an overall basis, the term loans obtained by the Company were applied for the purpose for which the loans were obtained.
- x. According to the information and explanations given to us, no material fraud by the Company or on the Company by its officers or employees has been noticed or reported during the course of our audit.
- xi. The company has not paid/ provided any managerial remuneration as per the provisions of Section 197 read with Schedule V to the Act. Accordingly, the paragraph 3(xi) of the Order is not applicable
- xii. In our opinion and according to the information and explanations given to us, the Company is not a Nidhi Company. Accordingly, paragraph 3(xii) of the Order is not applicable.
- xiii. According to the information and explanations given to us and based on our examination of the records of the Company, transactions with the Related Parties are in compliance with sections 177 and 188 of the Act where applicable and details of such transactions have been disclosed in the Ind AS Financial Statements as required by the applicable Indian Accounting Standards.
- xiv. According to the information and explanations given to us and based on our examination of the records of the Company, the Company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures during the year.
- xv. According to the information and explanations given to us and based on our examination of the records of the Company, the Company has not entered into non-cash transactions with directors or persons connected with them. Hence, the provisions of section 192 of the Act are not applicable.
- xvi. The Company is not required to be registered under section 45-IA of the Reserve Bank of India Act 1934.

For BATLIBOI & PUROHIT

Chartered Accountants
Firm Reg. No.: 101048W

Kaushal Mehta

Partner
Membership No: 111749
ICAI UDIN: 21111749AAAEO1466

Place : Mumbai
Date : June 28, 2021



Annexure - B to the Auditors' Report

(referred to in paragraph 2 under 'Report on Other Legal and regulatory requirements' section of our report to the members of the Company of even date)

Report on the Internal Financial Controls under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 ("the Act")

Opinion

We have audited the internal financial controls over financial reporting with reference to the financial statements of Gokak ("the Company") as of March 31, 2021 in conjunction with our audit of the financial statements of the Company for the year ended on that date.

In our opinion, the Company has, in all material respects, adequate internal financial controls over financial reporting with reference to these financial statements and such internal financial controls over financial reporting with reference to these financial statements were operating effectively as at March 31, 2021, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India..

Management's Responsibility for Internal Financial Controls

The Company's management is responsible for establishing and maintaining Internal Financial Controls based on the Internal Control over Financial Reporting criteria established by the Company considering the essential components of Internal Control stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting issued by the Institute of Chartered Accountants of India ('ICAI'). These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

Auditors' Responsibility

Our responsibility is to express an opinion on the Company's Internal Financial Controls over Financial Reporting based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls over Financial Reporting (the "Guidance Note") and the Standards on Auditing, issued by ICAI and deemed to be prescribed under section 143(10) of the Companies Act, 2013, to the extent applicable to an Audit of Internal Financial Controls, both applicable to an Audit of Internal Financial Controls and, both issued by the Institute of Chartered Accountants of India. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain Reasonable Assurance about whether adequate Internal Financial Controls over Financial Reporting was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the Internal Financial Controls system over Financial Reporting and their operating effectiveness. Our audit of Internal Financial Controls over Financial Reporting included obtaining an understanding of Internal Financial Controls over Financial Reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of Internal Control based on the assessed risk. The procedures selected depend on the Auditor's Judgment, including the assessment of the risks of material misstatement of the Ind AS Financial Statements, whether due to fraud or error.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Company's Internal Financial Controls system over Financial Reporting.

Meaning of Internal Financial Controls over Financial Reporting

A company's Internal Financial Control over Financial Reporting is a process designed to provide reasonable assurance regarding the reliability of Financial Reporting and the preparation of Financial Statements for external purposes in accordance with generally accepted Accounting Principles. A company's Internal Financial Control over Financial Reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of Financial Statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorisations of management and directors of the company; and (3) provide reasonable assurance regarding prevention nor timely detection of unauthorised acquisition, use, or disposition of the company's assets that could have a material effect on the Financial Statements.

Inherent Limitations of Internal Financial Controls Over Financial Reporting

Because of the inherent limitations of internal financial controls over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls over financial reporting to future periods are subject to the risk that the internal financial control over financial reporting may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

For BATLIBOI & PUROHIT

Chartered Accountants
Firm Reg. No.: 101048W

Kaushal Mehta

Partner
Membership No: 111749
ICAI UDIN: 21111749AAAAEO1466

Place : Mumbai
Date : June 28, 2021



**GOKAK POWER & ENERGY LIMITED
BALANCE SHEET AS AT MARCH 31, 2021**

(₹ in lakhs)

Particulars	Note No.	As at March 31, 2021	As at March 31, 2020
Assets			
1 Non-current assets			
a) Property, Plant and Equipment	3	9,458.00	9,812.58
b) Capital work-in-progress		-	-
		9,458.00	9,812.58
c) Financial Assets:			
i) Investments	4	0.26	0.26
d) Tax assets			
i) Deferred tax assets (net)	5	-	-
ii) Income tax assets (net)	6	14.79	13.93
		14.79	13.93
e) Other non-current assets	11A	1.00	1.00
Total Non-current assets		9,474.05	9,827.77
2 Current assets			
a) Inventories	8	10.38	12.09
b) Financial Assets:			
i) Trade receivables	7	627.28	447.38
ii) Cash and cash equivalents	9A	1.65	56.78
iii) Bank balances other than (ii) above	9B	764.43	981.18
iv) Other financial assets	10	1.53	-
		1,405.27	1,497.43
c) Other current assets	11B	35.94	26.06
Total Current assets		1,441.21	1,523.49
Total Assets		10,915.26	11,351.26
Equity and Liabilities			
Equity			
a) Equity share capital	12	4,900.00	4,900.00
b) Other equity	13	(2,788.36)	(2,418.22)
Total Equity		2,111.64	2,481.78
Liabilities			
1 Non-current liabilities			
a) Financial liabilities:			
i) Borrowings	14	974.00	1,973.75
ii) Other financial liabilities	15A	100.00	-
		1,074.00	1,973.75
b) Provisions	16A	1.47	1.69
Total Non-current liabilities		1,075.47	1,975.44

Particulars	Note No.	As at March 31, 2021	As at March 31, 2020
2 Current liabilities			
a) Financial liabilities:			
i) Borrowings	18	6,089.52	5,616.25
ii) Trade payables	19		
- dues to Micro and small enterprises		-	-
-dues to other Creditors		8.44	12.72
iii) Other financial liabilities	15B	1,607.11	1,246.11
		7,705.07	6,875.08
b) Provisions		9.15	5.78
c) Other current liabilities		13.93	13.18
Total current liabilities		7,728.15	6,894.04
Total Liabilities		8,803.62	8,869.48
Total Equity and Liabilities		10,915.26	11,351.26

See accompanying notes forming part of the financial statements **1 to 38**

As per our report of even date

For and on behalf of the Board of Directors

For **BATLIBOI & PUROHIT**

Chartered Accountants
Firm Reg No. 101048W

Vipan Kumar Sharma
Chief Financial Officer

Vinod Bhandawat
Chairman (DIN: 02873571)

Kaushal Mehta
Partner
Membership No. 111749

Rakesh M. Nanwani
Company Secretary
(Membership No. A45718)

Ramesh R. Patil
Whole-time Director
(DIN: 07568951)

Place: Mumbai
Date: June 28, 2021

Place: Mumbai
Date: June 28, 2021



GOKAK POWER & ENERGY LIMITED
STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED MARCH 31, 2021

(₹ in Lakhs)

Particulars		Note No.	Year Ended March 31, 2021	Year Ended March 31, 2020
I	Revenue from operations	20	1,104.79	802.95
II	Other income	21	17.84	71.37
III	Total Income		1,122.63	874.32
IV	Expenses:			
	Employee benefits expense	22	69.26	58.96
	Finance costs	23	799.86	847.36
	Depreciation and amortisation expense	24	354.59	354.53
	Other expenses	25	264.58	163.73
	Total expenses		1,488.29	1,424.58
V	Profit / (Loss) before tax		(365.66)	(550.26)
VI	Tax expense:			
	(a) Current tax		-	-
	(b) Deferred tax		-	-
			-	-
VI	Profit /(loss) for the year		(365.66)	(550.26)
VII	Other Comprehensive Income			
	(a) Items that will not be reclassified to profit or loss			
	Remeasurement of the defined benefit plans	26	(4.48)	(0.08)
	(b) Items that will be reclassified to profit or loss		-	-
	Other Comprehensive Income, net of tax		(4.48)	(0.08)
VIII	Total Comprehensive Income for the year		(370.14)	(550.34)
IX	Earning per equity share (Face value of share ₹ 10)			
	Basic and diluted earnings per equity share	27	₹ (0.75)	₹ (1.12)

See accompanying notes forming part of the financial statements **1 to 38**

As per our report of even date

For and on behalf of the Board of Directors

For **BATLIBOI & PUROHIT**

Chartered Accountants
Firm Reg No. 101048W

Vipan Kumar Sharma
Chief Financial Officer

Vinod Bhandawat
Chairman (DIN: 02873571)

Kaushal Mehta
Partner
Membership No. 111749

Rakesh M. Nanwani
Company Secretary
(Membership No. A45718)

Ramesh R. Patil
Whole-time Director
(DIN: 07568951)

Place: Mumbai
Date: June 28, 2021

Place: Mumbai
Date: June 28, 2021

GOKAK POWER & ENERGY LIMITED
CASH FLOW STATEMENT FOR THE YEAR ENDED MARCH 31, 2021

(₹ in lakhs)

PARTICULARS	Year ended March 31, 2021	Year ended March 31, 2020
A. CASH FLOW FROM OPERATING ACTIVITIES:		
Profit \ (Loss) before tax for the year	(365.66)	(550.26)
Adjustments for:		
Depreciation expenses	354.59	354.53
Finance Cost	799.86	847.36
Balances written off / (back)	(0.30)	(0.61)
Interest Income	(17.50)	(70.76)
Provision for doubtful debts	-	59.75
Bad debts	7.49	-
Cash Generated from operations before working capital changes	778.47	640.01
Adjustments for:		
(Increase)/decrease in trade receivables	(187.40)	(207.47)
(Increase)/decrease in inventories	1.71	0.75
(Increase)/decrease in Other Assets	(9.88)	(36.66)
(Increase)/decrease in Other Financial Assets	(1.53)	-
(Increase)/decrease in trade payables	(3.98)	4.31
Increase / (Decrease) in Provision	(1.32)	4.47
Increase / (Decrease) in other Financial Liabilities	87.13	-
Increase / (Decrease) in other Liabilities	0.75	(101.54)
Cash generated from operations	663.96	303.87
Taxes paid (net of refunds)	(0.86)	5.35
Net cash generated from operating activities [A]	663.10	309.22
B. Cash Flow from Investing Activities :		
Purchase of tangible assets (including CWIP)	-	5.79
Movements in other bank balances	216.75	-
Interest received	17.50	70.76
Net cash flow from investing activities [B]	234.25	76.55
C. Cash Flow from Financing Activities :		
Finance Cost	(326.59)	(422.11)
Repayment of Long-term borrowings	(625.89)	(1,115.99)
Proceeds from short term borrowings	-	1,197.51
Net cash flow from financing activities [C]	(952.48)	(340.59)
Net increase/ (decrease) in cash and cash equivalents [D]= [A]+[B]+[C]	(55.13)	45.17
Cash and cash equivalents as at beginning [E]	56.78	11.61
Cash and cash equivalents as at closing [D]+[E]	1.65	56.78



PARTICULARS		Year ended March 31, 2021	Year ended March 31, 2020
F.	COMPONENTS OF CASH AND CASH EQUIVALENTS		
	Cash on Hand	0.08	0.11
	Balances with banks:		
	- In current accounts	1.57	56.67
		1.65	56.78

Notes:

- i) The above Cash Flow Statement has been prepared under the 'Indirect Method' as set out in the Indian Accounting Standard (IND AS-7), "Cash Flow Statements".
- ii) Previous year figures have been rearranged/regrouped wherever necessary.

As per our report of even date**For and on behalf of the Board of Directors**For **BATLIBOI & PUROHIT**Chartered Accountants
Firm Reg No. 101048W**Vipan Kumar Sharma**
Chief Financial Officer**Vinod Bhandawat**
Chairman (DIN: 02873571)**Kaushal Mehta**
Partner
Membership No. 111749**Rakesh M. Nanwani**
Company Secretary
(Membership No. A45718)**Ramesh R. Patil**
Whole-time Director
(DIN: 07568951)Place: Mumbai
Date: June 28, 2021Place: Mumbai
Date: June 28, 2021

GOKAK POWER & ENERGY LIMITED
STATEMENT OF CHANGES IN EQUITY FOR THE YEAR ENDED MARCH 31, 2021

(₹ in lakhs)

Statement of changes in equity for the year ended 31st March, 2021	
Balance as at 1st April, 2019	4,900.00
Changes in equity share capital during the year	-
Balance as at March 31, 2020	4,900.00
Changes in equity share capital during the year	-
Balance as at March 31, 2021	4,900.00

Statement of changes in equity for the year ended March 31, 2021		
b. Other equity	Reserves and surplus (₹ In Lakhs)	
	Retained earnings	Total Other Equity
Balance at April 1, 2019	(1,867.88)	(1,867.88)
Profit / (Loss) for the year	(550.26)	(550.26)
Other comprehensive income for the year, net of income tax	(0.08)	(0.08)
Total comprehensive income for the year	(550.34)	(550.34)
Balance at March 31, 2020	(2,418.22)	(2,418.22)
Profit for the year	(365.66)	(365.66)
Other comprehensive income for the year, net of income tax	(4.48)	(4.48)
Total comprehensive income for the year	(370.14)	(370.14)
Balance at March 31, 2021	(2,788.36)	(2,788.36)

As per our report of even date

For and on behalf of the Board of Directors

For **BATLIBOI & PUROHIT**Chartered Accountants
Firm Reg No. 101048W**Vipan Kumar Sharma**
Chief Financial Officer**Vinod Bhandawat**
Chairman (DIN: 02873571)**Kaushal Mehta**
Partner
Membership No. 111749**Rakesh M. Nanwani**
Company Secretary
(Membership No. A45718)**Ramesh R. Patil**
Whole-time Director
(DIN: 07568951)Place: Mumbai
Date: June 28, 2021Place: Mumbai
Date: June 28, 2021



GOKAK POWER & ENERGY LIMITED
NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2021

1 Corporate Information

Gokak Power & Energy Limited is public company incorporated on 17th January 2012 under the provisions of Companies Act, 1956. The company is in the business of generation/producing hydro power. The Company has 10.8 MW of Hydro power plant. Its registered office at #1, 2nd Floor, 12th Cross Ideal Homes, Near Jayanna Circle ,Rajarajeshwari Nagar, Bangalore KA 560098.

2 Basis of preparation

(a) Statement of Compliance:-

The financial statement have been prepared in accordance with Indian Accounting standards (IND AS) notified under section 133 of the Companies Act 2013, the Companies (Indian Accounting Standards) Rules, 2015 and other relevant provisions of the Act.

Details of the Company's accounting policies are included in Note 2.1.

(b) Functional and presentation currency:-

These financial statements are presented in Indian Rupees (₹), which is also the Company's functional currency. All amounts have been rounded-off to two decimal places to the nearest lakhs, unless otherwise indicated.

(c) Basis of measurement:-

The financial statements have been prepared on the historical cost basis except for the following items:

Items	Measurement basis
Certain financial assets and liabilities	Fair value
Net defined benefit (asset)/ liability	Fair value of plan assets less present value of defined benefit obligations

(d) Use of Estimates :-

In preparing these standalone financial statements, management has made judgements, estimates and assumptions that affect the application of accounting policies and the reported amounts of assets, liabilities, income and expenses. Actual results may differ from these estimates.

Estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognised prospectively

Assumptions and estimations of uncertainties

Information about assumptions and estimations of uncertainties that have a significant risk of resulting in a material adjustment in the year ending 31 March 2021 is included in the following notes:

- Note 5 - recognition of deferred tax assets: availability of future taxable profit against which tax losses carried forward can be used;
- Note 26 - measurement of defined benefit obligations: key actuarial assumptions;
Note 2.1(b) - useful life of property, plant and equipment
- Note 2.1(d) - Financial Instruments

NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2021 - Continued**(e) Measurement of fair values:-**

Certain accounting policies and disclosures of the Company require the measurement of fair values, for both financial and non financial assets and liabilities.

The Company has an established control framework with respect to the measurement of fair values

The valuation team regularly reviews significant unobservable inputs and valuation adjustments.

Fair values are categorised into different levels in a fair value hierarchy based on the inputs used in the valuation techniques as follows:

Level 1: quoted prices (unadjusted) in active markets for identical assets or liabilities

Level 2: inputs other than quoted prices included in Level 1 that are observable for the asset or liability, either directly (i.e. as prices) or indirectly (i.e. derived from prices).

Level 3: inputs for the asset or liability that are not based on observable market data (unobservable inputs).

When measuring the fair value of an asset or a liability, the Company uses observable market data as far as possible. If the inputs used to measure the fair value of an asset or a liability fall into a different levels of the fair value hierarchy, then the fair value measurement is categorised in its entirety in the same level of the fair value hierarchy as the lowest level input that is significant to the entire measurement.

Further information about the assumptions made in the measuring fair values is included in the following notes:

Note 33 - financial instruments.

2.1 Significant accounting policies**(a) Property, plant and equipment:**

Items of property, plant & equipment are stated at cost less accumulated depreciation and accumulated impairment losses, if any. Cost includes purchase price and any other directly attributable costs of bringing the assets to its working condition for its intended use. Adjustments arising from the exchange rates variances relating to liabilities attributable to fixed assets are expensed out.

(b) Depreciation /Amortisation:

Depreciation is provided on a pro-rata basis on the straight line method at the rates prescribed under Schedule II to the Companies Act, 2013.

Sr. No.	Particulars	Useful Life In years
1	Building & Structures	30
2	Plant & Machinery	40
3	Furniture and Fixture	10
4	Office Equipments	5



NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2021 - Continued

(c) Borrowing cost :

Borrowing costs that are directly attributable to the acquisition or construction of qualifying assets are capitalised for the period until the asset is ready for its intended use. A qualifying asset is an asset that necessarily takes substantial period of time to get ready for its intended use. Other borrowing costs are recognised as an expense in the period in which they are incurred.

(d) Financial instruments:

i. Recognition and initial measurement

The Company initially recognises financial assets and financial liabilities when it becomes a party to the contractual provisions of the instrument. All financial assets and liabilities are measured at fair value on initial recognition. Transaction costs that are directly attributable to the acquisition or issue of financial assets and financial liabilities, that are not at fair value through profit or loss, are added to the fair value on initial recognition. Regular way purchase and sale of financial assets are accounted for at trade date.

ii. Classification and subsequent measurement

Financial assets

Financial assets carried at amortised cost

A financial asset is subsequently measured at amortised cost if it is held within a business model whose objective is to hold the asset in order to collect contractual cash flows and the contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

Financial assets at fair value through other comprehensive income

A financial asset is subsequently measured at fair value through other comprehensive income if it is held within a business model whose objective is achieved by both collecting contractual cash flows and selling financial assets and the contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

Financial assets at fair value through profit or loss

A financial asset which is not classified in any of the above categories are subsequently fair valued through profit or loss.

Financial liabilities

Financial liabilities are subsequently carried at amortised cost using the effective interest method. For trade and other payables maturing within one year from the balance sheet date, the carrying amounts approximate fair value due to the short maturity of these instruments.

iii. De-recognition

Financial assets

The Company de-recognises a financial asset when the contractual rights to the cash flows from the financial asset expire, or it transfers the right to receive the contractual cash flows in a transaction in which substantially all of the risks and rewards of ownership of the financial assets are transferred or in which the Company neither

NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2021 - Continued

transfers nor retains substantially all of the risks and rewards of ownership and does not retain control of the financial assets.

If the Company enters into transactions whereby it transfers assets recognised on its balance sheet but retains either all or substantially all of the risks and rewards of the transferred assets, the transferred assets are not de-recognised.

Financial liabilities

The Company de-recognises a financial liability when its contractual obligations are discharged or cancelled or expire.

The Company also de-recognises a financial liability when its terms are modified and the cash flows under the modified terms are substantially different. In this case, a new financial liability based on the modified terms is recognised at fair value. The difference between the carrying amount of the financial liability extinguished and a new financial liability with modified terms is recognised in the statement of profit and loss.

iv. Off setting

Financial assets and financial liabilities are off set and the net amount presented in the balance sheet when, and only when, the Company currently has a legally enforceable right to set off the amounts and it intends either to settle them on a net basis or realise the asset and settle the liability simultaneously.

(e) Revenue recognition :

Revenue comprises revenue from contracts with customers for sale of goods. Revenue is recognised at an amount that reflects the consideration to which the Company expects to be entitled in exchange for transferring the goods or services to a customer i.e. on transfer of control of the goods or service to the customer. Revenue from sales of goods or rendering of services is net of Indirect taxes, returns and discounts.

Revenue from Generation, Transmission and Distribution of power is recognised net of cash discounts, for each unit of electricity delivered at the contracted rate.

Revenue from renewable energy certificates is recognised on accrual basis.

(f) Provisions and Contingent Liability:

A provision is recognised when enterprise has present obligation as a result of past event; it is probable that an outflow of resources will be required to the obligations, in respect of which a reliable estimate can be made. Provisions are not discounted to its present value and are determined based on best estimates required to settle the obligation at the balance sheet date. These are reviewed at each balance sheet date and adjusted to reflect the current best estimates. Reimbursement against a provision is recognised as a separate asset based on virtual certainty. Contingent Assets are not recognised.

(g) Income tax

Income tax comprises current and deferred tax. It is recognised in profit or loss except to the extent that it relates to a business combination or to an item recognised directly in equity or in other comprehensive income.

i. Current tax

Current tax comprises the expected tax payable or receivable on the taxable income or loss for the year and any adjustment to the tax payable or receivable in respect of previous years. The amount of current tax reflects the best estimate of the tax amount expected to be paid or received after considering the uncertainty, if any related to income taxes. It is measured using tax rates (and tax laws) enacted or substantively enacted by the reporting date.



NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2021 - Continued

ii. Deferred tax

Deferred tax is recognised in respect of temporary differences between the carrying amounts of assets and liabilities for financial reporting purposes and the corresponding amounts used for taxation purposes. Deferred tax is also recognised in respect of carried forward tax losses and tax credits.

Deferred tax is not recognised for:

- temporary differences arising on the initial recognition of assets or liabilities in a transaction that is not a business combination and that affects neither accounting nor taxable profit or loss at the time of transaction.
- temporary differences related to investments in subsidiaries, associates and interests in joint ventures, when the timing of the reversal of the temporary differences can be controlled and it is probable that the temporary differences will not reverse in the foreseeable future.

Deferred tax assets are recognised to the extent that it is probable that future taxable profits will be available against which they can be used.

Deferred tax assets recognised or unrecognised are reviewed at each reporting date and are recognised / reduced to the extent that it is probable / no longer probable respectively that the related tax benefit will be realised.

Deferred tax is measured at the tax rates that are expected to apply to the period when the asset is realised or the liability is settled, based on the laws that have been enacted or substantively enacted by the reporting date.

The measurement of deferred tax reflects the tax consequences that would follow from the manner in which the Company expects, at the reporting date, to recover or settle the carrying amount of its assets and liabilities.

The Company off sets, the current tax assets and liabilities (on year on year basis) and deferred tax assets and liabilities, where it has a legally enforceable right and where it intends to settle such assets and liabilities on a net basis.

(h) Earnings per Share:

The Company reports basic and diluted earnings per equity share in accordance with IND AS 33, on Earnings Per Share. Basic earnings per equity share have been computed by dividing net profit after tax by the weighted average number of equity shares outstanding for the year. Diluted earnings per equity share have been computed using the weighted average number of equity shares and dilutive potential equity shares outstanding during the year.

(i) Impairment:

(i) Financial assets

The Company recognises loss allowances using the expected credit loss (ECL) model for the financial assets which are not fair valued through profit or loss. Loss allowance for trade receivables with no significant financing component is measured at an amount equal to lifetime ECL. For all other financial assets, expected credit losses are measured at an amount equal to the 12-month ECL, unless there has been a significant increase in credit risk from initial recognition in which case those are measured at lifetime ECL. The amount of expected credit losses (or reversal) that is required to adjust the loss allowance at the reporting date to the amount that is required to be recognised is recognised as an impairment gain or loss in profit or loss.

NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2021 - Continued**(ii) Non -financial assets****Intangible assets and property, plant and equipment**

Intangible assets and property, plant and equipment are evaluated for recoverability whenever events or changes in circumstances indicate that their carrying amounts may not be recoverable. For the purpose of impairment testing, the recoverable amount (i.e. the higher of the fair value less cost to sell and the value-in-use) is determined on an individual asset basis unless the asset does not generate cash flows that are largely independent of those from other assets. In such cases, the recoverable amount is determined for the CGU to which the asset belongs. If such assets are considered to be impaired, the impairment to be recognised in the Statement of Profit and Loss is measured by the amount by which the carrying value of the assets exceeds the estimated recoverable amount of the asset. An impairment loss is reversed in the statement of profit and loss if there has been a change in the estimates used to determine the recoverable amount. The carrying amount of the asset is increased to its revised recoverable amount, provided that this amount does not exceed the carrying amount that would have been determined (net of any accumulated amortisation or depreciation) had no impairment loss been recognised for the asset in prior years.

(j) Inventories :

Inventories are valued at lower of cost and net realisable value. Stores, Spares and loose Tools cost is determined on weighted average method.

(k) Employee Benefits :**Short - term obligations**

All employee benefits payable wholly within twelve months of rendering the service are classified as short term employee benefits. Benefits such as salaries, performance incentives, etc., are recognized as an expense at the undiscounted amount in the Statement of Profit and Loss of the year in which the employee renders the related service.

Other long term Employee benefit obligation

Long-term compensated absence of permanent employees is provided for on the basis of an actuarial valuation, using the projected unit credit method, as at the date of the Balance Sheet. Remeasurements as a result of experience adjustments and changes in actuarial assumptions are recognised in the Statement of Profit and Loss.

Defined Contribution Plans:

Employee benefits in the form of Provident Fund and Superannuation are considered as defined contribution plan and the contributions are charged to the Statement of Profit and Loss of the year when the contributions to the respective funds are due.

Defined Benefit Plan

Retirements benefits in the form of Gratuity for eligible employees is considered as defined benefit obligations and are provided on the basis of actuarial valuation, using the projected unit credit method. The present value of the defined benefit obligation is determined by discounting the estimated future cash outflows by reference to market yields at the end of the reporting period on government bonds that have terms approximating to the terms of the related obligation.

The present value of the defined benefit obligation is determined by discounting the estimated future cash outflows by reference to market yields at the end of the reporting period on government bonds that have terms approximating to the terms of the related obligation.



NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2021 - Continued

The net interest cost is calculated by applying the discount rate to the net balance of the defined benefit obligation and the fair value of plan assets. This cost is included in employee benefit expense in the statement of profit and loss. Remeasurements as a result of experience adjustments and changes in actuarial assumptions are recognised in the period in which they occur, directly in other comprehensive income.

(l) Cash and Cash equivalents :

For the purpose of presentation in the statement of cash flows, Cash and cash equivalents are cash, balances with bank and short-term (three months or less from the date of placement), highly liquid investments that are readily convertible into cash and which are subject to an insignificant risk of changes in value.

(m) Cash flow statement:

Cash flows are reported using the indirect method, whereby profit / (loss) for the period is adjusted for the effects of transactions of a non-cash nature, any deferrals or accruals of past or future operating cash receipts or payments and item of income or expenses associated with investing or financing cash flows. The cash flows from operating, investing and financing activities of the Company are segregated.

(n) Recent accounting pronouncements:

On July 24, 2020, the Ministry of Corporate Affairs (MCA) had issued amendments to certain Ind AS as follows:

i) Ind AS 103 - Business Combinations:

The definition of the term “business” has been revised. An optional test has been introduced to identify concentration of fair value to permit a simplified assessment of whether an acquired set of activities and assets is not a business. Additional guidance with elements of business and on assessing whether an acquired process is substantive. An entity is required to apply the amendments to business combinations for which the acquisition date is on or after the beginning of the first annual reporting period beginning on or after April 01, 2020 and to asset acquisitions that occur on or after the beginning of that period. There was no impact on the financial statements of the Company on adoption of the above amendments for the year.

ii) Ind AS 107 - Financial Instruments: Disclosures:

Additional disclosures have been introduced for uncertainties arising from interest rate benchmark reforms consequential to the hedge accounting related amendments in the Ind AS 109 – Financial Instruments. The Company did not have any transactions during the year to which these amendments were applicable.

iii) Ind AS 109 - Financial Instruments:

Temporary exceptions from applying specific hedge accounting requirements have been introduced for all hedging relationships directly affected by ‘interest rate benchmark reform’. (i.e. the market-wide reform of an interest rate benchmark, including the replacement of an interest rate benchmark with an alternative benchmark rate). This amendment is effective for annual reporting periods beginning on or after April 01, 2020. The Company did not have any transactions during the year to which these amendments were applicable.

iv) Ind AS 116 - Leases:

A practical expedient has been allowed to permit lessees to exclude COVID-19 related rent concessions to be treated as a lease modification. This amendment is applicable to the Company from annual reporting periods beginning on or after April 01, 2020. There were no rent concessions during the year and accordingly, there was no impact on the financial statements of the Company on adoption of the above amendments for the year.

v) **Ind AS 1 - Presentation of Financial Statements and Ind AS 8 -Accounting Policies, Changes in Accounting Estimates and Errors (and consequential amendments to other Ind AS):**

The definition of the term “material” has been revised and is applicable prospectively for annual periods beginning on or after April 01, 2020. Consequent to the revised definition of “material”, certain amendments were also notified in the Ind AS 10 - Events after the Reporting Period, Ind AS 34 - Interim Financial Reporting and Ind AS 37 -Provisions, Contingent Liabilities and Contingent Assets. There was no impact on the financial statements of the Company on adoption of this amendment for the year.

vi) **Standards issued but not yet effective:**

As on the date of approval of these financial statements, there were no new standards or amendments which have been notified but not yet adopted by the Company and expected to have any material impact on the financial statements of the Company.

3. Property, plant and equipment

(₹ in lakhs)

Particulars	Building and structures	Plant and machinery	Furniture, Fixtures & Office Equipments	Vehicle	Total
Cost or Deemed cost					
Balance at April 1, 2019	6,777.64	4,640.66	0.85	0.63	11,419.77
Additions	-	4.01	0.30	-	4.31
Disposal	-	-	-	-	-
Balance at March 31, 2020	6,777.64	4,644.67	1.15	0.63	11,424.09
Additions	-	-	-	-	-
Disposal	-	-	-	-	-
Balance at March 31, 2021	6,777.64	4,644.67	1.15	0.63	11,424.09
Accumulated depreciation and impairment					
Balance at April 1, 2019	837.65	418.85	0.43	0.06	1,256.99
Eliminated on disposals of assets	-	-	-	-	-
Depreciation expense	236.55	117.76	0.16	0.06	354.53
Balance at March 31, 2020	1,074.20	536.60	0.59	0.12	1,611.51
Eliminated on disposals of assets	-	-	-	-	-
Depreciation expense	236.57	117.80	0.15	0.06	354.59
Balance at March 31, 2021	1,310.77	654.40	0.74	0.18	1,966.09
Carrying Amount					
Balance at April 1, 2019	5,939.99	4,221.81	0.42	0.57	10,162.79
Balance at March 31, 2020	5,703.44	4,108.08	0.55	0.51	9,812.58
Balance at March 31, 2021	5,466.87	3,990.27	0.41	0.45	9,458.00



NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2021 - Continued

4. Non Current Investments

(₹ in lakhs)

Particulars	As at March 31, 2021		As at March 31, 2020	
	Qty	Amount	Qty	Amount
Unquoted Investments carried at Fair value through Profit & loss (FVTPL)				
a) Equity Instruments				
1. 2600 equity shares of ₹ 10 each fully paid up of Suryodaya One Energy pvt. ltd	2,600	0.26	2,600	0.26
TOTAL	2,600	0.26	2,600	0.26

5. Deferred tax balances

The following is the analysis of deferred tax assets/(liabilities) presented in the balance sheet:

(₹ in lakhs)

Particulars	As at March 31, 2021	As at March 31, 2020
Deferred tax assets	1,336.83	1,291.15
Deferred tax liabilities	1,337.83	1,291.15
Net	-	-

Current Year (2020-2021)

(₹ in lakhs)

Particulars	Opening balance April 1, 2020	Recognised in profit or loss	Closing balance March 31, 2021
Deferred tax (liabilities)/assets in relation to:			
a) Property, plant and equipment	(1,291.15)	(46.68)	(1,337.83)
b) Bonus	0.78	0.22	1.01
c) Doubtful debts	15.04	(15.04)	-
d) Defined benefit obligation	0.47	0.37	0.85
e) MAT Credit	12.84	-	12.84
f) Others - Unabsorbed Depreciation and losses	1,262.02	61.12	1,323.14
Total	-	-	-

Previous Year (2019-2020)

(₹ in lakhs)

Particulars	Opening balance April 1, 2019	Recognised in profit or loss	Closing balance March 31, 2020
Deferred tax (liabilities)/assets in relation to:			
a) Property, plant and equipment	(1,128.07)	(163.08)	(1,291.15)
b) Bonus	2.01	(1.22)	0.78
c) Doubtful debts	-	15.04	15.04
d) Defined benefit obligation	0.81	(0.34)	0.47
e) MAT Credit	13.80	(0.96)	12.84
f) Others - Unabsorbed Depreciation and losses	1,111.46	150.56	1,262.02
Total	-	-	-

NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2021 - Continued

5.1 Unrecognised deductible temporary differences, unused tax losses, unabsorbed depreciation and unused tax credits

Particulars	As at March 31, 2021	As at March 31, 2020
Deductible temporary differences, unused tax losses, unabsorbed depreciation and unused tax credits for which no deferred tax assets have been recognised are attributable to the following:		
- tax losses including unabsorbed depreciation (revenue in nature)	2,781.38	1,662.97
Total	2,781.38	1,662.97

Note: The unrecognised tax credits will expire in 8 years from the respective years in which tax losses are incurred."

6. Income tax assets

(₹ in lakhs)

Particulars	As at March 31, 2021	As at March 31, 2020
Advance Tax	14.79	13.93
Total	14.79	13.93

7. Trade receivables

(₹ in lakhs)

Particulars	As at March 31, 2021	As at March 31, 2020
Trade receivables		
a) Unsecured, considered good	426.85	463.49
b) Related Parties	200.43	43.64
Less: Allowance for doubtful debts (expected credit loss allowance)	-	(59.75)
Total	627.28	447.38

* There were no trade receivables which were credit impaired or had significant increase in credit risk during the year.

7.1 Trade receivables

The average credit period on sales is 60 days. No interest is charged on trade receivables overdue.

Trade receivables disclosed above include amounts (see below for aged analysis) that are past due at the end of the reporting period for which the Company has not recognised an allowance for doubtful debts because there has not been a significant change in credit quality and the amounts are still considered recoverable.

Age of receivables that are past due but not impaired

Particulars	As at March 31, 2021	As at March 31, 2020
Not Due		
0 - 90	223.85	69.06
91 - 180	28.79	1.57
181 - 365	-	183.65
Above 365 Days	374.64	193.10
Total	627.28	447.38



NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2021 - Continued

7.2 Movement in the allowance for doubtful debts

Particulars	As at March 31, 2021	As at March 31, 2020
Balance at beginning of the year	59.75	-
Impairment losses recognised on receivables	-	59.75
Amounts written off during the year as uncollectible	(59.75)	-
Amounts recovered during the year	-	-
Balance at end of the year	-	59.75

In determining the recoverability of a trade receivable, the Company considers any change in the credit quality of the trade receivable from the date credit was initially granted up to the end of the reporting period. The concentration of credit risk is limited due to the fact that the customer base is large and unrelated.

8. Inventories

Particulars	As at March 31, 2021	As at March 31, 2020
Lower of cost and net realisable value		
Stores and spares	10.38	12.09
Total	10.38	12.09

9. Cash and Bank Balances

9A. Cash and cash equivalents

(₹ in lakhs)

Particulars	As at March 31, 2021	As at March 31, 2020
Balances with Banks		
In current accounts	1.57	56.67
	1.57	56.67
Cheques, drafts on hand	-	-
Cash on hand	0.08	0.11
Total	1.65	56.78

9B. Other Bank balances

Particulars	As at March 31, 2021	As at March 31, 2020
In deposit accounts with original maturity of more than 3 months but less than 12 months, deposited with ICICI Bank Ltd. under lien In current accounts	764.43	981.18
Total	764.43	981.18

10. Other financial assets

Current

Particulars	As at March 31, 2021	As at March 31, 2020
Claims Receivable	1.53	-
Total	1.53	-

NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2021 - Continued

11. Other assets

11A. Non Current

Particulars	As at March 31, 2021	As at March 31, 2020
Prepaid expenses	1.00	1.00
Total	1.00	1.00

11B. Current

(₹ in lakhs)

Particulars	As at March 31, 2021	As at March 31, 2020
- Unsecured considered good		
a) Advances to Employees	-	0.08
b) Advances for supply of goods and services	14.83	7.01
c) Security Deposits	0.22	0.22
d) Prepaid expenses	19.36	12.27
e) Balances with statutory / government authorities	-	0.39
f) Prepaid employee benefit plan	1.53	6.09
Total	35.94	26.06

12. Equity Share Capital

(₹ in lakhs)

Particulars	As at March 31, 2021	As at March 31, 2020
Authorised Share capital : 5,00,00,000 fully paid equity shares of ₹ 10 each	5,000.00	5,000.00
Issued, subscribed and paid-up share capital: 4,90,00,000 fully paid equity shares of ₹ 10 each	4,900.00	4,900.00
Total	4,900.00	4,900.00

12.1 Fully paid equity shares

(₹ in lakhs)

Particulars	Number of shares	Share capital
Balance as at 1st April, 2019	49,000,000	4,900.00
Movements	-	-
Balance as at 1st April, 2020	49,000,000	4,900.00
Movements	-	-
Balance as at March 31, 2021	49,000,000	4,900.00



NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2021 - Continued

Rights, preferences and restrictions attached to equity shares

The Company has only one class of shares referred to as equity shares having a par value of ₹ 10 per share. Each holder of equity shares is entitled to one vote per share. The Company declares and pays dividends in Indian rupees. The dividend, if any, proposed by the Board of Directors is subject to the approval of the shareholders in the ensuing Annual General Meeting, except in case of interim dividend. In the event of liquidation of the Company, the holders of equity shares will be entitled to receive remaining assets of the Company, after distribution of all preferential amounts. The distribution will be in proportion to the number of equity shares held by the shareholders.

12.2 Details of shares held by the holding company, its subsidiaries and associates

Particulars	Fully paid ordinary shares	
	As at March 31, 2021	As at March 31, 2020
Balance at the beginning of the period :		
Gokak Textile Limited - Holding Company (51%)	24,990,000	24,990,000
Total	24,990,000	24,990,000

12.3 Details of shares held by each shareholder holding more than 5% shares

Particulars	As at March 31, 2021		As at March 31, 2020	
	Number of shares held	% holding in the class of shares	Number of shares held	% holding in the class of shares
<u>Fully paid equity shares</u>				
Shapoorji Pallonji Infrastructure Capital Company Private limited.	24,010,000	49%	24,010,000	49%
Total	24,010,000	49%	24,010,000	49%

The Company has not allotted any equity shares for consideration other than cash, bonus shares, nor have any shares been bought back during the period of five years immediately preceding the Balance Sheet date.

13. Other Equity

(₹ in lakhs)

Particulars	As at March 31, 2021	As at March 31, 2020
Surplus/ Deficit in retained earnings		
Balance at beginning of the year	(2,418.22)	(1,867.88)
Profit / (loss) during the year	(365.66)	(550.26)
Other comprehensive income for the year, net of income tax	(4.48)	(0.08)
Balance at end of the year	(2,788.36)	(2,418.22)

NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2021 - Continued

14. Non-current Borrowings

(₹ in lakhs)

Particulars	Non Current maturities		Current maturities	
	As at March 31, 2021	As at March 31, 2020	As at March 31, 2021	As at March 31, 2020
Secured – at amortised cost				
(a) Term loans				
From banks - ICICI Bank Ltd	974.00	1,973.75	1,582.86	1,209.00
ICICI BANK LIMITED - First ranking mortgage/hypothecation/assignment/security interest /charge/pledge on all the moveable, immovable both present and future, all rights, titles, permits, approvals and interests of the company in, to and in respect of all the assets of the company, all clearances in relation to the project as well as in the project documents, all contractor guarantees, performance bonds and any letter of credit provided to the company, all insurance contracts, all bank accounts in relation to the project and pledge of equity shares representing 30% of the shares.				
Interest rate during the year is 12.60% p.a. (Previous year 12.60% p.a.)				
Total	974.00	1,973.75	1,582.86	1,209.00

15. Other financial liabilities Non Current

(₹ in lakhs)

Particulars	As at March 31, 2021	As at March 31, 2020
a) Unsecured considered good		
Security deposits - from Holding Company	100.00	-
Total	100.00	-

15.B Other financial liabilities -Current

(₹ in lakhs)

Particulars	As at March 31, 2021	As at March 31, 2020
a) Current maturities of long-term borrowings	1,582.86	1,209.00
b) Others :-		
- Other Payables Salary & Others	24.25	37.11
Total	1,607.11	1,246.11

16. Provisions

16A Non current

(₹ in lakhs)

Particulars	As at March 31, 2021	As at March 31, 2020
Employee benefits		
Compensated absences	1.47	1.69
Total	1.47	1.69

**NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2021 - Continued****16A current**

(₹ in lakhs)

Particulars	As at March 31, 2021	As at March 31, 2020
Employee benefits		
a) Compensated absences	1.89	0.18
b) Gratuity (Badli workers)	7.26	5.60
Total	9.15	5.78

17. Other Current Liabilities

Particulars	As at March 31, 2021	As at March 31, 2020
Statutory remittances	13.93	13.18
Total	13.93	13.18

18. Current Borrowings

(₹ in lakhs)

Particulars	As at March 31, 2021	As at March 31, 2020
Unsecured - at amortised cost		
loans from Related parties	6,089.52	5,616.25
Total	6,089.52	5,616.25

18. Trade payables

Current		
Particulars	As at March 31, 2021	As at March 31, 2020
Trade payables		
dues to Micro and small enterprises	-	-
dues to Related Parties	4.15	3.79
dues to other Creditors	4.30	8.93
Total	8.44	12.72

Note - There are no dues outstanding to Micro and Small enterprises as per MSMED Act 2006.

20. Revenue from operations

(₹ in lakhs)

Particulars	As at March 31, 2021	As at March 31, 2020
Revenue from Contracts with customers		
a) Income from Sale of Power	1,099.40	546.80
Total (a)	1,099.40	546.80
b) Other operating revenues		
i) Sale of Renewable Energy Certificates	4.32	255.72
ii) Scrap Sales	1.07	0.43
Total (b)	5.39	256.15
Total (a+b)	1,104.79	802.95

* There are no adjustments during the year to the contract price for revenue recognition

NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2021 - Continued

21. Other Income

Particulars	As at March 31, 2021	As at March 31, 2020
a) Interest on deposits with bank		
i) Bank deposits	17.50	70.76
b) Other Non-Operating Income		
i) Credit balances / excess provision written back	0.30	0.61
ii) Miscellaneous income	0.04	-
Total	17.84	71.37

22. Employee benefits expense

(₹ in lakhs)

Particulars	As at March 31, 2021	As at March 31, 2020
i) Salaries and Wages	58.10	51.15
ii) Contribution to provident and other funds	8.57	5.72
iii) Staff Welfare Expenses	2.59	2.09
Total	69.26	58.96

23. Finance Costs

(₹ in lakhs)

Particulars	As at March 31, 2021	As at March 31, 2020
i) Interest on Security Deposits	9.95	12.00
ii) Interest on bank Term Loans	285.74	410.52
iii) Other Interest	0.01	0.01
iv) Interest on Inter Corporate Deposits	504.16	424.83
Total	799.86	847.36

24. Depreciation and amortisation expense

Particulars	As at March 31, 2021	As at March 31, 2020
Depreciation of property, plant and equipment	354.59	354.53
Total	354.59	354.53

25. Other expenses

Particulars	As at March 31, 2021	As at March 31, 2020
i) Consumption of stores and spare parts	20.71	11.62
ii) Power and fuel	0.44	0.48
iii) Freight and Handling	0.16	0.14
iv) Directors Sitting fees	4.80	4.50



NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2021 - Continued

Particulars	As at March 31, 2021	As at March 31, 2020
v) Repairs to :		
a) Buildings	0.04	0.26
b) Plant and machinery	9.24	10.34
c) Repair & mantinance (plant revival)	132.98	19.97
d) Others	4.12	0.68
vi) Insurance	26.36	15.36
vii) Rates and taxes	6.65	2.42
viii) Administrative Expenses	0.18	0.13
ix) Printing & Stationery	-	0.01
x) Provision for Doubtful Debt	-	59.75
xi) Bad Debts	7.49	-
xii) Legal and professional charges	13.55	19.79
xiii) Travelling and conveyance	1.00	0.73
xiv) Water Royalty Charges	33.86	14.55
Total (a)	261.58	160.73
B) To Statutory auditors		
a) For audit fee	2.25	2.25
b) For tax audit fee	0.75	0.75
Total (B)	3.00	3.00
Total (A+B)	264.58	163.73

26. Other comprehensive income

(₹ in lakhs)

Particulars	As at March 31, 2021	As at March 31, 2020
Re-measurement of defined benefit obligation	(4.48)	(0.08)
Total	(4.48)	(0.08)

27. Earnings per share :

The earnings and weighted average number of equity shares used in the calculation of basic earnings per share are as follows.

Particulars	As at March 31, 2021	As at March 31, 2020
Profit / (Loss) for the year attributable to owners of the Company (A)	(365.66)	(550.26)
Weighted average number of equity shares for the purposes of basic & diluted earnings per share (Quantity in Lakhs) (B)	490.00	490.00
Basic & Diluted Earnings per share (A/B)	(0.75)	(1.12)

NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2021 - Continued

28. Employee benefits obligations :

Defined-contribution plans:

The Company's provident fund scheme is a defined contribution plan. The Company's contribution paid/payable under the schemes is recognised as expense in the Statement of Profit and Loss during the period in which the employee renders the related service. The Company makes specified monthly contributions towards employee provident fund. The contribution towards Provident Fund is deposited with the Regional Provident Fund Commissioner

Particulars	As at March 31, 2021	As at March 31, 2020
Provident fund	4.53	3.97
Superannuation fund	0.62	-
Total contribution	5.15	3.97

Defined Benefit Plan:

The Company's gratuity scheme is a defined benefit scheme. The Company maintains its plan assets with LIC of India. The present value of obligation is determined based on actuarial valuation using the Projected Unit Credit Method, which recognises each period of service as giving rise to additional unit of employee benefit entitlement and measures each unit separately to build up the final obligation. The obligation for leave encashment is recognised in the same manner.

Sr. No.	Particulars	2020-21	2019-20
a)	Change in Present Value of Obligation		
	Present value of the obligation at the beginning of the year	9.45	13.85
	Current Service Cost	0.50	0.90
	Interest Cost	0.65	1.08
	Actuarial (Gain) / Loss on Obligation due to experience	4.51	(0.92)
	Actuarial (Gain) / Loss on Obligation due to change in financial assumptions	(0.03)	0.94
	Benefits Paid	-	(6.40)
	Present value of the obligation at the end of the year	15.07	9.45
b)	Change in Plan Assets		
	Fair value of Plan Assets at the beginning of the year	15.54	14.45
	Interest Income	1.06	1.12
	Return on plan assets excluding interest income	(0.00)	(0.06)
	Contributions by Employer	0.01	0.02
	Fair value of Plan Assets at the end of the year	16.60	15.54
c)	Amounts Recognised in the Balance Sheet		
	Present value of Obligation at the end of the year	(15.07)	(9.45)
	Fair value of Plan Assets at the end of the year	16.60	15.54
	Funded Status	1.53	6.09
	Net asset/(liability) at the end of the year	1.53	6.09
d)	Amounts Recognised in the Statement of Profit & Loss		
	Current Service Cost	0.50	0.90
	Finance cost / (income)	(0.42)	(0.05)
	Past service cost	-	(6.40)
	Net impact on the loss before tax	0.08	(5.55)



NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2021 - Continued

e) Amounts Recognised in Other Comprehensive Income		
Actuarial (gains) / losses for the period	4.48	0.02
Return on plan asset excluding interest income	0.00	0.06
Net (income) / expenses for the period recognised in other comprehensive income	4.48	0.08
f) Actual return on Plan Assets		
Interest Income	1.06	1.12
Actuarial Gain / (Loss) on Plan Assets	-	-
Actual return on Plan Assets	1.06	1.12
g) Actuarial Assumptions		
i) Discount Rate	6.87%	6.84%
ii) Expected Rate of Return on Plan Assets	6.87%	6.84%
iii) Salary Escalation Rate	4.00%	4.00%
iv) Attrition Rate	1.00%	1.00%
v) Mortality	Indian Assured Lives Mortality(2006-08) Ultimate	Indian Assured Lives Mortality(2006-08) Ultimate

Maturity Analysis of the benefit payments : from the fund	As at March 31, 2021	As at March 31, 2020
Projected Benefits payable in future years from the date of reporting		
1 St Following Year	5.57	0.18
2 nd Following Year	0.19	0.19
3 rd Following Year	0.20	0.20
4 th Following Year	0.22	0.21
5 th Following Year	0.23	0.22
Sum of years 6 th to 10 th	3.55	3.38
Sum of years 11 th and above	17.01	17.72

Maturity Analysis of the benefit payments : from the fund	As at March 31, 2021	As at March 31, 2020
Projected Benefit obligation On Current Assumptions	15.07	9.45
Delta effect of +1% Change in rate of Discounting	(0.95)	(0.99)
Delta effect of -1% Change in rate of Discounting	1.08	1.14
Delta effect of +1% Change in rate of Salary increase	1.11	1.16
Delta effect of -1% Change in rate of Salary increase	(0.98)	(1.03)
Delta effect of +1% Change in rate of Employee Turnover	0.23	0.26
Delta effect of -1% Change in rate of Employee Turnover	(0.25)	(0.28)

Sensitivity for significant actuarial assumption is computed by varying one actuarial assumption used for the valuation of the defined benefit obligation by one percentage, keeping all other actuarial assumptions constant.

Above disclosures have been made on the basis of certificate received from actuary.

The assumptions with regards to salary escalation and attrition rates are the expectations of the entity based on the salary escalation that the entity will provide in future and the expected attrition rate in the future. Historical trends of these assumptions may or may not be suitable to be extrapolated for the future projections, as it is the entity's prerogative to decide on the expected future trends and thereby the assumptions given by the entity are accepted.

NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2021 - Continued

The assumptions with regards to discount rate has been considered as per the requirement of the standard. Since no separate analysis of the mortality rate of the entity was undertaken, we have considered the latest mortality table available.

The results are particularly sensitive to some assumptions, such as discount rate, level of salary inflation, level of employee turnover and mortality. Such as decrease in the assumed discount rate are an increase in salary inflation will lead to increase in reported liability.

29. Related Party Disclosures :**Current Year****(a) Name of the Related Parties and Description of Relationship:**

Nature of Relationship	Name of Entity
Holding Company	1 Gokak Textiles Limited
Ultimate Holding Company	1 Shapoorji Pallonji & Company Private Limited
Associate Company	1 Suryoday One Energy Private Limited
Fellow Subsidiaries	1 Shapoorji Pallonji Infrastructure Capital Company Private Limited 2 Shapoorji Pallonji Energy (Gujarat) Private Limited
Key Management Personnel and their relatives ("KMP")	1 Mr. Ramesh R. Patil, Whole Time Director 2 Mr. Avadhut Sarnaik, Chief Financial Officer (upto May 1, 2021) 3 Mr. Vipin Kumar Sharma, Chief Financial Officer (appointed w.e.f June 28, 2021) 4 Mr. Rakesh M. Nanwani, Company Secretary Directors: 5 Mr. Nikhil Bhatia 6 Mr. Pradip N. Kapadia 7 Mr. Mukundan Srinivasan (resigned w.e.f August 24, 2020) 8 Mr. Chandrakant G. Shah 9 Mr. Vinod Bhandawat (appointed w.e.f October 07, 2020)
Trusts	1 Gokak Falls Education & Medical Trust

(b) transactions/ balances with above mentioned related parties

	Nature of Transactions	Holding Company	Ultimate Holding Company	Associate Companies	Fellow Subsidiary	Key Managerial Personnel	Trust	Total
1	INCOME							
(i)	Sales (including Electricity Tax)	726.41	-	-	-	-	-	726.41
	Previous Year (including Electricity Tax)	352.06	-	-	-	-	-	352.06
2	EXPENSES							
(i)	Interest Accrued	9.95	467.93	-	36.23	-	-	514.11
	Previous Year	12.00	388.60	-	36.23	-	-	436.83
(ii)	Services received	-	0.47	-	-	-	-	0.47
	Previous Year	-	0.73	-	-	-	-	0.73
(iii)	Director sitting fees	-	-	-	-	4.80	-	4.80
	Previous Year	-	-	-	-	4.50	-	4.50



NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2021 - Continued

	Nature of Transactions	Holding Company	Ultimate Holding Company	Associate Companies	Fellow Subsidiary	Key Managerial Personnel	Trust	Total
3	Reimbursement of Expenditure	-	-	-	-	-	0.87	0.87
	Previous Year	-	-	-	-	-	0.90	0.90
	Refund Received	-	-	-	-	-	-	-
	Previous Year	-	-	-	-	-	-	-
4	Borrowings during the year	-	-	-	-	-	-	-
	Previous Year	-	1,240.00	-	-	-	-	1,240.00
5	Deposits received during the year	100.00	-	-	-	-	-	100.00
	Previous Year	-	-	-	-	-	-	-
6	OUTSTANDINGS							
	Receivables	200.43	-	-	-	-	-	200.43
	Previous Year	43.64	-	-	-	-	-	43.64
	Deposit Payable	100.00	-	-	-	-	-	100.00
	Previous Year	-	-	-	-	-	-	-
	Payables ICD		5,563.44		526.09			6,089.52
	Previous Year		5,123.57		492.68			5,616.25
	Payables	-	4.15	-	-	-	0.04	4.19
	Previous Year	-	3.63	-	-	-	0.16	3.79

(b) transactions/ balances with above mentioned related parties

Nature Of Transaction	Year ended March 31, 2021	Year ended March 31, 2020	Nature Of Transaction	Year ended March 31, 2021	Year ended March 31, 2020
Sale of Electricity			Deposit Payable		
Gokak Textiles limited	726.41	352.06	Gokak Textiles Limited	100.00	-
Services Received			Receivables		
Shapoorji Pallonji and Company Private Limited	0.47	0.73	Gokak Textiles limited	200.43	43.64
Interest accrued			Director Sitting Fees		
Gokak Textiles limited	9.95	12.00	Mr. S. Mukundan	0.20	0.40
Shapoorji Pallonji and Company Private Limited	467.93	388.60	Mr. C. G. Shah	1.40	1.30
Shapoorji Pallonji Infrastructure Capital Company Private Limited	32.78	32.78	Mr. Pradip N. Kapadia	1.50	1.40
Shapoorji Pallonji Energy (Gujarat) Private Limited	3.45	3.45	Mr. Kaiwan D. Kalyaniwala	-	-
			Mr. Nikhil Bhatia	1.50	1.40
			Mr. Vinod Bhandawat	0.20	-

NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2021 - Continued

Nature Of Transaction	Year ended March 31, 2021	Year ended March 31, 2020	Nature Of Transaction	Year ended March 31, 2021	Year ended March 31, 2020
Loans Taken					
Shapoorji Pallonji and Company Private Limited	-	1,240.00	Payables		
			Gokak Falls Education & Medical Trust	0.04	0.16
Deposit received			SPCPL (ICD)	5,563.44	5,123.57
Gokak Textiles limited	100.00	-	SPCPL (creditor)	4.15	3.63
			Shapoorji Pallonji Infrastructure Capital Company Private Limited	471.78	441.56
Reimbursement of Expenditure			Shapoorji Pallonji Energy (Gujarat) Private Limited	54.31	51.12
Gokak Textiles limited	-	-			
Gokak Falls Education & Medical Trust	0.87	0.90			

30 Capital Management :

The Company manages its capital to ensure that it will be able to continue as going concern while maximising the return to stakeholders through the optimisation of the debt and equity balance. The capital structure of the Company consists of net debt (borrowings as detailed in notes 11, 12 and 16 offset by cash and bank balances in Note no. 7A) and total equity of the Company.

The Company determines the amount of capital required on the basis of annual as well as long term operating plans. The funding requirements are met through short-term borrowings. The Company monitors the capital structure on the basis of total debt to equity ratio and maturity profile of the overall debt portfolio of the Company.

The capital components of the Company are as given below :

Particulars	March 31, 2021	March 31, 2020
Total Equity	2,111.64	2,481.78
Short Term Borrowings	6,089.52	5,616.25
Long Term Borrowings	974.00	1,973.75
Current Maturities of Long Term Borrowings	1,582.86	1,209.00
Total Debt	8,646.38	8,799.00
Cash & Cash equivalents	1.65	56.78
Total Cash and Cash Equivalents	1.65	56.78
Net Debt	8,644.73	8,742.22
Debt Equity ratio	1.21	1.26
Net long term debt / Total Equity		



NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2021 - Continued

31 Financial risk management objectives :

The Company's financial risk management is an integral part of how to plan and execute its business strategies. The Company's financial assets include trade receivables, cash and cash equivalents that comes directly from its operations and financial liabilities comprises of borrowings, trade and other payables, and financial guarantee contracts. It has an integrated financial risk management system which proactively identifies monitors and takes precautionary and mitigation measures in respect of various identified risks.

The Company is exposed to market risk, liquidity risk and credit risk. The Company's senior management oversees the management of these risks, which evaluates and exercises independent control over the entire process of financial risks.

(a) Market Risk :

Market risk is the risk of loss of future earnings, fair values or future cash flows that may result from a change in the price. Market risk is attributable to all market risk sensitive financial instruments, loans and borrowings.

The finance department undertakes management of cash resources, borrowing mechanism and ensuring compliance with market risk limits.

Currency risk

The company is not exposed to currency risk, since there are not transaction in foreign currency.

Interest Risk and Sensitivity Analysis :

Interest rate risk is the risk that the future cash flows or the fair value of a financial instrument will fluctuate because of changes in market interest rates.

The company manages its interest rate risk by balancing the proportion of fixed rate and floating rate financial instruments in its total portfolio.

The company is not exposed to interest rate risks.

(b) Liquidity Risk :

Prudent liquidity risk management implies maintaining sufficient cash and bank balance and marketable securities and the availability of funding through an adequate amount of committed credit facilities to meet obligations when due. The Company's finance department is responsible for liquidity, funding as well as settlement management and then processes related to such risks are overseen by senior management through rolling forecasts on the basis of expected cash flows. The Company also has adequate credit facilities agreed with banks to ensure that there is sufficient cash to meet all its normal operating commitments in a timely and cost-effective manner.

The Company do not have credit lines as at the end of the reporting period.

The following tables detail the Company's remaining contractual maturity for its non-derivative financial liabilities with agreed repayment periods. The tables have been drawn up based on the undiscounted cash flows of financial liabilities based on the earliest date on which the Company can be required to pay. The tables shows principal cash flows. The contractual maturity is based on the earliest date on which the Company may be required to pay.

NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2021 - Continued

₹ in Lakhs

Maturities of Financial Liabilities	March 31, 2021			
	Total	Upto 1 year	1 to 3 Years	3 years & above
Borrowings (Long term and Short term, Including current maturities)	8,646.38	7,672.38	974.00	-
Trade Payables	8.44	8.44	-	-
Other Financial Liabilities	124.25	24.25	-	100.00
Total	8,779.07	7,705.07	974.00	100.00

₹ in Lakhs

Maturities of Financial Liabilities	March 31, 2020			
	Total	Upto 1 year	1 to 3 Years	3 years & above
Borrowings (Long term and Short term, Including current maturities)	8,799.00	6,825.25	1,973.75	-
Trade Payables	12.72	12.72	-	-
Other Financial Liabilities	37.11	37.11	-	-
Total	8,848.83	6,875.08	1,973.75	-

(c) Credit Risk:

Credit risk is the risk of financial loss to the Company if a customer or counterparty to a financial instrument fails to meet its contractual obligations, and arises principally from the Company's receivables from customers and loans given. Credit risk arises from cash held with banks and financial institutions, as well as credit exposure to clients, including outstanding accounts receivables. The maximum exposure to credit risk is equal to the carrying value of the financial assets. The objective of managing counterparty credit risk is to prevent losses in financial assets. The Company assesses the credit quality of the counterparties, taking into account their financial position, past experience and other factors.

Trade and other receivables

The Company takes on exposure to credit risk, which is the risk that counterparty will default on its contractual obligations resulting in financial loss to the company. Financial assets that potentially expose the Company to credit risks are listed below:

Particulars	March 31, 2021	March 31, 2020
Trade receivables	627.28	447.38
Total	627.28	447.38

The above receivables are pertaining to only two customers i.e. the holding company and a State government, hence the company's credit risk is significantly low.

32 Movement in financial liabilities included under financing activities in statement of cash flows :

Effective April 1, 2017, the Company adopted the amendment to Ind AS 7, which require the entities to provide disclosures that enable users of financial statements to evaluate changes in liabilities arising from financing activities, including both changes arising from cash flows and non-cash changes, suggesting inclusion of a reconciliation between the opening and closing balances in the Balance Sheet for liabilities arising from financing activities, to meet the disclosure requirement.



NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2021 - Continued

The adoption of amendment did not have any material impact on the financial statements.

(₹ in lakhs)

Particulars	As on April 1, 2020	Cash in flow	Cash out flow	Non cash movement	As on March 31, 2021
Borrowings (Long term and Short term, Including current maturities)	8,799.00	-	(952.48)	799.86	8,646.38

33 Financial Instrument - Fair Value & Risk management:

	Categories of Financial Instruments:	March 31, 2021			March 31, 2020		
		FVTPL	FVTOCI	Amortised Cost	FVTPL	FVTOCI	Amortised Cost
i)	Financial Assets						
	Investments	0.26			0.26		
	Trade Receivables			627.28			447.38
	Cash & cash equivalents			1.65			56.78
	Other Bank Balances			764.43			981.18
	Other financial assets			1.53			-
		0.26	-	1,394.89	0.26	-	1,485.34
ii)	Financial liabilities						
	Borrowings			8,646.38			8,799.00
	Trade Payables			8.44			12.72
	Other Financial Liabilities			124.25			37.11
		-	-	8,779.07	-	-	8,848.83

34 Segment reporting :-

The Chief Operating Decision maker of the Company examines Company's performance as one operating segment only namely - Power

35 The COVID-19 pandemic has brought economies, businesses and lives around the world to a standstill, and our country is no exception. Based on the directives and advisories issued by central and state governments and other relevant authorities during the lock down, our operations at the power plant were marginally affected. Considering the unprecedented and ever evolving situation, the Company had made assessment of recoverability and carrying value of its assets comprising of tangible assets, inventories and other current assets as at March 31, 2021. The impact assessed may be different from the estimates made as at the date of approval of these financial Statements. The management will continue to monitor any material changes arising due to the impact of this pandemic on financial and operational performance of the Company and take necessary measures to address the situation.

36 The company has filed the full and final insurance claim on May 6, 2021 related to the damage of its hydro power plant, in the year 2019-20, aggregating to Rs 353.65 lakhs. There were no further updates/communication from the insurer in this regard till the date of approval of these financial statements and accordingly, relevant adjustments /entries for the claim receivable will be recorded in the books in the forthcoming financial year.

37 Previous year figures have been regrouped / reclassified wherever necessary to correspond with the current year's classification / disclosure.

NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2021 - Continued

38 Approval of Financial Statements :- The financial statements were approved for issue by the board of directors on June 28, 2021.

As per our report of even date

For and on behalf of the Board of Directors

For **BATLIBOI & PUROHIT**
Chartered Accountants
Firm Reg No. 101048W

Vipan Kumar Sharma
Chief Financial Officer

Vinod Bhandawat
Chairman (DIN: 02873571)

Kaushal Mehta
Partner
Membership No. 111749

Rakesh M. Nanwani
Company Secretary
(Membership No. A45718)

Ramesh R. Patil
Whole-time Director
(DIN: 07568951)

Place: Mumbai
Date: June 28, 2021

Place: Mumbai
Date: June 28, 2021



Gokak Textiles Limited

**#1, 2nd Floor, 12th Cross, Ideal Homes,
Near Jayanna Circle
Rajarajeshwari Nagar, Bengaluru - 560 098**

Mills Division :
Gokak Falls - 591 308, Dist. Belagavi,
Karnataka, India
Tel. No. : +91-8332-285367 / 225154
CIN L17116KA2006PLC038839

GOKAK
TEXTILES LIMITED



Shapoorji Pallonji

Registered Office :
2nd Floor, 12th Cross, Ideal Homes,
Rajarajeshwari Nagar, Bengaluru - 560 098
Tel. : +91 80 297 44 077 / 297 44 078
www.gokakmills.com

Gokak Textiles Limited
Statement of Unaudited Consolidated Financial Results for Quarter ended on 30th September, 2021

(Rs. in Lakhs)

Sr. No.	Particulars	Consolidated					
		Quarter ended	Quarter ended	Quarter ended	Half Yealy Ended	Half Yealy Ended	Year ended
		30.09.2021	30.06.2021	30.09.2020	30.09.2021	30.09.2020	31.03.2021
	(Unaudited)	(Unaudited)	(Unaudited)	(Unaudited)	(Unaudited)	(Audited)	
1	Income						
	a) Revenue from operations	3,226.37	2,922.44	3,178.69	6,148.81	4,717.00	11,081.43
	b) Other Income	196.81	141.19	41.33	338.00	82.82	244.56
	Total Income	3,423.18	3,063.63	3,220.02	6,486.81	4,799.82	11,325.99
2	Expenses						
	a) Cost of materials consumed	1,995.93	1,799.48	1,749.28	3,795.41	2,603.16	6,630.41
	b) Changes in inventories of finished goods, work-in-progress and stock-in-trade	142.89	(2.11)	1.90	140.78	85.25	145.37
	c) Employee benefits expense	794.59	805.62	796.48	1,600.21	1,578.80	3,275.93
	d) Finance costs	536.91	538.46	541.77	1,075.37	1,075.12	2,126.27
	e) Depreciation and amortisation expense	165.47	172.54	178.75	338.01	356.97	709.38
	f) Power & Fuel Expenses	231.45	277.30	125.22	508.75	322.41	843.93
	g) Other expenses	333.85	422.78	345.24	756.63	552.56	1,396.88
	Total expenses	4,201.09	4,014.07	3,738.64	8,215.16	6,574.27	15,128.16
3	Profit/ (Loss) from Operations before Exceptional Items (1-2)	(777.91)	(950.44)	(518.62)	(1,728.35)	(1,774.45)	(3,802.17)
4	Exceptional Items	-	-	-	-	-	-
5	Profit/ (Loss) from Ordinary activities Before Tax (3-4)	(777.91)	(950.44)	(518.62)	(1,728.35)	(1,774.45)	(3,802.17)
	Current tax	-	-	-	-	-	-
	Deferred tax	-	-	-	-	-	-
6	Tax expense	-	-	-	-	-	-
7	Net Profit/(Loss) for the period (5-6)	(777.91)	(950.44)	(518.62)	(1,728.35)	(1,774.45)	(3,802.17)
8	Non Controlling Interest	-	-	-	-	-	-
9	Net Profit or (loss) for the period (7-8)	(777.91)	(950.44)	(518.62)	(1,728.35)	(1,774.45)	(3,802.17)
10	Other Comprehensive Income (Net of tax)						
	A (i) Items that will not be reclassified to profit or loss	-	-	-	-	-	(29.32)
	(ii) Income tax relating to items that will not be reclassified to profit or loss	-	-	-	-	-	-
	B (i) Items that will be reclassified to profit or loss	-	-	-	-	-	-
	(ii) Income tax relating to items that will be reclassified to profit or loss	-	-	-	-	-	-
	Other Comprehensive Income (Net of tax)	-	-	-	-	-	(29.32)
11	Total Comprehensive Income (9+10)	(777.91)	(950.44)	(518.62)	(1,728.35)	(1,774.45)	(3,831.49)
12	Profit for the year attributable to:						
	- Owners of the Company	(716.42)	(848.44)	(483.37)	(1,564.86)	(1,648.35)	(3,410.68)
	- Non-Controlling Interest	(61.50)	(102.00)	(35.26)	(163.49)	(126.10)	(391.49)
		(777.91)	(950.44)	(518.63)	(1,728.35)	(1,774.45)	(3,802.17)
13	Other comprehensive income for the year attributable to:						
	- Owners of the Company	-	-	-	-	-	(27.12)
	- Non-Controlling Interest	-	-	-	-	-	(2.20)
		-	-	-	-	-	(29.32)
14	Total comprehensive income for the year attributable to:						
	-Owners of the Company	(716.42)	(848.44)	(483.37)	(1,564.86)	(1,648.35)	(3,437.80)
	-Non Controlling Interest	(61.50)	(102.00)	(35.26)	(163.49)	(126.10)	(393.69)
		(777.91)	(950.44)	(518.63)	(1,728.35)	(1,774.45)	(3,831.49)
15	Paid-up equity share capital (Face Value of Rs. 10 each)	649.93	649.93	649.93	649.93	649.93	649.93
16	Basic and diluted Earnings per share (Face Value of Rs. 10 each)	(11.02)	(13.05)	(7.44)	(24.08)	(25.36)	(52.48)

See accompanying notes to the financial results.



R.R. Patil

GOKAK™
TEXTILES LIMITED



Mills Division :

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CIN L17116KA2006PLC038839

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www.gokakmills.com

1) The above consolidated financial results for quarter and half year ended September 30, 2021 ('the results') of Gokak Textiles Limited ('the Company') which are published in accordance with Regulation 33 of the SEBI (Listing Obligations & Disclosure Requirements), 2015 have been reviewed by the Audit Committee of the Board and subsequently taken on record by the Board of Directors of the Company at their meeting held on November 12, 2021. The consolidated financial results are in accordance with the Indian Accounting Standards (Ind AS) as prescribed under Section 133 of the Companies Act, 2013. The statutory Auditors have expressed an unmodified conclusion on the above results.

2) The Group has consolidated loss for the quarter before tax (including other comprehensive income) of Rs. 777.91 lakhs and had accumulated losses of Rs. 37,722.73 lakhs as at September 30, 2021. Further the Group's net worth has been fully eroded as at September 30, 2021.

The continuity of the operations of the Group is dependent upon the continued operational and financial support of the Parent Company. The Group has witnessed demand for its yarns during the current period and the Management believes that it is likely to continue. Due to adequate labour available at the Plant the Group will be able to meet the demand. Further the Group anticipates cost savings on raw

3) The COVID-19 pandemic has brought economies, businesses and lives around the world to a standstill, and our country is no exception. Based on the directives and advisories issued by central and state governments and other relevant authorities during the lockdown, our operations at factories were affected partially. Considering the unprecedented and ever evolving situation, the Group had made assessment of recoverability and carrying value of its assets consisting of tangible assets, inventories and other current assets as at September 30, 2021 and made appropriate provisions. However, the impact assessment of COVID-19 is a continuous process, given the uncertainties associated with its nature and duration. The Group will continue to closely monitor any material changes to future economic conditions. The Management has taken into account the impact of COVID-19 on the business for the foreseeable future and have concluded that the Group has sufficient resources to continue as a going concern.

4) Gokak Power & Energy Ltd, subsidiary company has filed the full and final insurance claim on May 6, 2021 related to the damage of its hydro power plant, in the year 2019-20, aggregating to Rs 353.65 lakhs. There were no further updates/ communication from the insurer in this regard till the date of approval of these financial results and accordingly, relevant adjustments/ entries for the claim receivable will be recorded in the books in the subsequent quarters.

5) The Board of Directors of Gokak Textiles Ltd ("Gokak" or the Transferee Company") at their Board Meeting held on November 12, 2021, have inter alia, approved the Composite Scheme of Arrangement ("the scheme") under Section 230 to 232 read with Section 66 and other applicable provisions of the Companies Act, 2013 and the rules and regulations made thereunder.

The Scheme, inter alia, provides for:

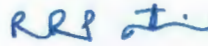
- amalgamation by way of absorption and vesting of Suryoday One Energy Private Limited ("Suryoday") with and into Gokak and;
- Reduction of Share Capital and Re-organisation of reserves of Gokak in a manner as set out in the Scheme.

The "appointed date" as per the scheme is the 1st day of April, 2021 or such other date as may be approved by the Honorable National Company Law Tribunal(s), for the purposes of this Scheme

The Scheme as aforesaid shall be subject to necessary approvals by the Stock Exchanges, Securities and Exchange Board of India, Shareholders, applicable Jurisdictional Bench of National Company Law Tribunal ("NCLT") and such other statutory and regulatory approvals as may be required.

6) The figures for the corresponding periods have been regrouped and rearranged wherever necessary, to make them comparable.

Date: November 12, 2021
Place: Mumbai


R R Patil
Chief Executive Officer and Managing Director
(DIN: 07568951)





Gokak Textiles Limited
Consolidated Statement of Assets and Liabilities as at 30 September, 2021

Statement of Assets and Liabilities		Consolidated	
		30.09.2021	31.03.2021
		Unaudited	Audited
Assets			
1	Non-current assets		
a)	Property, Plant and Equipment	8,239.14	8,567.17
b)	Capital work-in-progress	7.17	-
c)	Investment Property	11.35	11.35
d)	Intangible Assets	6.32	7.01
e)	Right of Use Assets	9.75	12.18
f)	Financial Assets:		
i)	Investments		
a)	Investments in Subsidiary		
b)	Other Investments	0.03	0.03
iii)	Other financial assets	146.63	143.35
g)	Tax assets		
i)	Deferred tax assets (net)	-	-
ii)	Income tax assets (net)	88.87	83.21
h)	Other non-current assets	596.32	629.45
Total Non-current assets		9,105.58	9,453.74
2	Current assets		
a)	Inventories	1,724.13	1,847.71
b)	Financial Assets:		
i)	Trade receivables	583.34	943.47
ii)	Cash and cash equivalents	232.85	339.90
iii)	Bank balances other than (ii) above	767.24	767.20
iv)	Other financial assets	190.35	296.49
c)	Other current assets	198.25	105.33
d)	Assets classified as held for sale	21.06	17.60
Total Current assets		3,717.23	4,317.70
Total Assets		12,822.81	13,771.45
Equity and Liabilities			
Equity			
a)	Equity share capital	649.93	649.93
b)	Other equity	(15,145.09)	(13,580.32)
c)	Non Controlling Interest	(1,446.07)	(1,282.56)
Total Equity		(15,941.23)	(14,212.95)
Liabilities			
1	Non-current liabilities		
a)	Financial liabilities:		
i)	Borrowings	15,534.68	14,765.75
ii)	Lease Liabilities	13.41	15.42
iii)	Other financial liabilities	-	-
b)	Provisions	1,483.83	1,440.14
Total Non-current liabilities		17,031.92	16,221.31
2	Current liabilities		
a)	Financial liabilities:		
i)	Borrowings	7,803.64	6,089.52
ii)	Lease Liabilities	3.24	3.81
iii)	Trade payables	2,965.53	3,230.44
a.	dues to Micro and Small Enterprises		
b.	dues to other Creditors		
iv)	Other financial liabilities	669.88	2,171.82
b)	Provisions	159.88	159.32
d)	Other current liabilities	129.95	108.18
Total Current Liabilities		11,732.12	11,763.09
Total Liabilities		28,764.04	27,984.40
Total Equity and Liabilities		12,822.81	13,771.45



R.P. Patil

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Segment reporting under consolidated financial statements o

Operating segments are reported in a manner consistent with internal reporting provided to the chief operating decision maker. The managing director and chief executive officer of the Company who is responsible for allocating resources and assessing performance of the operating segments, has been identified as the chief operating decision maker.

(Rs. in lakhs)

Segment wise information:

No.	Particulars	Quarter ended 30.09.2021 (Unaudited)	Quarter ended 30.06.2021 (Unaudited)	Quarter ended 30.09.2020 (Unaudited)	Half year ended 30.09.2021 (Unaudited)	Half year ended 30.09.2020 (Unaudited)	Year ended 31.03.2021 (Audited)
1	segment revenue						
	textile	3,294.95	2,916.30	2,993.77	6,211.25	4,488.78	10,907.35
	electricity and power	294.65	249.05	501.85	543.70	661.69	1,122.63
	inter segment	(166.42)	(101.72)	(275.60)	(268.14)	(350.65)	(703.98)
	Consolidated Revenue	3,423.18	3,063.63	3,220.02	6,486.81	4,799.82	11,326.00
2	segment result (Profit before tax)						
	textile	(800.81)	(850.02)	(714.34)	(1,650.83)	(1,859.81)	(3,687.23)
	electricity and power*	22.90	(100.42)	195.92	(77.52)	85.36	(114.94)
	Consolidated profit before tax	(777.91)	(950.44)	(518.42)	(1,728.35)	(1,774.45)	(3,802.17)
	<i>*after adjustment of depreciation on inter segment assets.</i>						
3	segment assets						
	textile	11,946.34	12,415.73	13,548.25	11,946.34	13,548.25	12,689.86
	electricity and power*	959.61	952.62	1,676.36	959.61	1,676.36	1,382.02
	inter segment	(83.14)	(145.17)	(258.41)	(83.14)	(258.41)	(300.43)
	Consolidated total assets	12,822.81	13,223.17	14,966.20	12,822.80	14,966.20	13,771.45
	<i>* after adjustment of revaluation of intersegment fixed assets.</i>						
4	segment liabilities						
	textile	20,388.52	20,057.09	18,487.36	20,388.51	18,487.36	19,481.24
	electricity and power	8,458.66	8,480.62	8,893.16	8,458.66	8,893.16	8,803.59
	inter segment	(83.14)	(145.17)	(258.41)	(83.14)	(258.41)	(300.43)
	Consolidated total liabilities	28,764.03	28,392.53	27,122.11	28,764.02	27,122.11	27,984.40
5	Capital employed						
	textile	15,598.73	3,902.55	13,819.46	15,598.73	13,819.46	14,441.68
	electricity and power	6,787.88	6,873.75	7,780.50	6,787.88	7,780.50	7,456.86
6	Capital expenditures						
	textile	-	-	16.68	-	17.07	33.32
	electricity and power	-	-	-	-	-	-
	Total capital expenditure	-	-	16.68	-	17.07	33.32
7	Depreciation and amortisation						
	textile	139.30	146.67	152.55	285.97	304.84	605.54
	electricity and power	26.17	25.87	26.20	52.04	52.13	103.84
	Total depreciation and amortisation	165.47	172.54	178.75	338.01	356.97	709.38
	<i>*after adjustment of depreciation on inter segment assets.</i>						



R.R. Patil

GOKAK TEXTILES LIMITED
STATEMENT OF CASH FLOWS FOR THE HALF YEAR ENDED SEP 30, 2021

PARTICULARS	Half Year ended Sep 30, 2021 (Rs. in lakhs)	Half Year ended Sep 30, 2020 (Rs. in lakhs)
A. CASH FLOW FROM OPERATING ACTIVITIES		
Profit / (Loss) before tax	(1,728.33)	(1,774.45)
Adjustments for:	-	-
Depreciation and amortisation	338.00	356.97
Interest income	(129.20)	(24.33)
Finance cost	1,075.37	1,075.13
Net Loss / (Profit) on sale of fixed assets	(26.81)	(1.80)
Credit balances / excess provision written back	(0.03)	(7.89)
Dividend Income	(4.30)	-
Provision for Doubtful Debts (net of recoveries)	-	2.44
Balances written off	(0.34)	-
Provision for Doubtful Advances	-	6.22
Operating loss before working capital changes	(475.64)	(367.72)
Adjustments for :		
(Increase)/ Decrease in Inventories	123.57	0.06
(Increase)/ Decrease in Trade and Receivables	478.78	(200.82)
(Increase)/ Decrease in Other Financial Assets	201.95	90.45
(Increase)/ Decrease in Assests held for sale	(3.46)	-
(Increase)/ Decrease in Other Asset	(59.79)	(60.85)
Increase/ (Decrease) in Trade payables	(378.92)	270.50
Increase/ (Decrease) in Other Financial Liabilities	(18.08)	-
Increase/ (Decrease) in Other Liabilities	(35.81)	-
Increase/ (Decrease) in Provisions	20.84	54.00
Cash generated from operations	(146.54)	(214.39)
Direct Taxes (paid) / refund	(5.66)	24.68
Net cash flows from operating activities	(152.21)	(189.71)
B. CASH FLOW FROM INVESTING ACTIVITIES		
Purchase of fixed assets including CWIP	(77.91)	(17.07)
Sale of Fixed Assets	89.44	12.19
Net Movement in bank balance not considered as cash and cash	(0.04)	214.28
Interest received	129.10	24.33
Net cash flows from investing activities	140.59	233.74
C. CASH FLOW FROM FINANCING ACTIVITIES		
Proceeds / (repayment) of Borrowings (net)	(149.75)	962.65
Finance Cost	(106.82)	-
Proceeds / (repayment) of Current Borrowings (net)	152.44	-
Payment of lease liabilities	(2.21)	(2.15)
Interest paid	(1.11)	(1,076.53)
Net cash flows from financing activities	(107.45)	(115.03)
NET INCREASE/(DECREASE) IN CASH & CASH EQUIVALENTS	(119.07)	(71.99)
Cash and Cash equivalents at the beginning of the year	339.90	319.84
Cash and Cash equivalents at the end of the year	220.83	247.85



R.R. Patil

BATLIBOI & PUROHIT

Chartered Accountants

Limited Review Report on the Un-Audited Quarterly Consolidated Financial Results and Year to Date Results of Gokak Textiles Limited pursuant to Regulation 33 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended

To the Board of Directors of Gokak Textiles Limited

1. We have reviewed the accompanying statement of unaudited consolidated financial results of **Gokak Textiles Limited** (hereinafter referred to as the "Holding Company") and its subsidiary (collectively referred to as "the Group") for the quarter ended September 30, 2021 and the year to date results for the period April 1, 2021 to September 30, 2021 ("the Consolidated Statement"), being submitted by the Holding Company pursuant to the requirements of Regulation 33 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended ('Listing Regulations').
2. This Consolidated Statement, which is the responsibility of the Holding Company's management and approved by the Holding Company's Board of Directors, has been prepared in accordance with the recognition and measurement principles laid down in Indian Accounting Standard 34 "Interim Financial Reporting" ("Ind AS 34"), prescribed under Section 133 of the Companies Act, 2013, and other accounting principles generally accepted in India and in compliance with Regulation 33 of the Listing Regulations. Our responsibility is to express a conclusion on the Consolidated Statement based on our review.
3. We conducted our review of the Consolidated Statement in accordance with the Standard on Review Engagements (SRE) 2410 "Review of Interim Financial Information Performed by the Independent Auditor of the Entity", issued by the Institute of Chartered Accountants of India. This standard requires that we plan and perform the review to obtain moderate assurance as to whether the financial statements are free of material misstatement. A review of interim financial information consists of making inquiries, primarily of persons responsible for financial and accounting matters, and applying analytical and other review procedures. A review is substantially less in scope than an audit conducted in accordance with Standards on Auditing and consequently does not enable us to obtain assurance that we would become aware of all significant matters that might be identified in an audit. Accordingly, we do not express an audit opinion.

We also performed procedures in accordance with the circular issued by the SEBI under Regulation 33 (8) of the Listing Regulations to the extent applicable.

4. This Consolidated Statement includes the results of Holding Company and its Subsidiary i.e. Gokak Power and Energy Limited.
5. Based on our review conducted and procedures performed as stated in paragraph 3 above, nothing has come to our attention that causes us to believe that the accompanying Consolidated Statement prepared in accordance with the recognition and measurement principles laid down in the aforesaid Indian Accounting Standard



Chartered Accountants

and other accounting principles generally accepted in India has not disclosed the information required to be disclosed in terms of Regulation 33 of the Listing Regulations including the manner in which it is to be disclosed, or that it contains any material misstatement.

6. During the quarter, the Group incurred loss before tax (including other comprehensive income) of Rs. 777.91 lakhs and had accumulated losses of Rs. 37722.73 lakhs as at September 30, 2021. Further the net worth of the Group has been eroded as at September 30, 2021. These conditions indicate requirement of assessment of the Group's ability to continue as a going concern. The Group's financial results have been prepared on a going concern basis on the reporting date. The management's statement in respect of going concern assessment is set out in Note 2 of the consolidated Statement. Our conclusion is not modified in respect of this matter.
7. We draw attention to note 5 of the Statement which describes that, the Board of Directors of Gokak Textiles Ltd at their Board meeting held on November 12, 2021 have inter alia, approved the Composite Scheme of Arrangement ('the Scheme') under section 230 to 232 read with 66 and other applicable provisions of the Companies Act, 2013 and the rules and regulations made thereunder. The Scheme, inter alia, provides for amalgamation by way of absorption and vesting of Suryoday One Energy Private Limited ("Suryoday") with and into Gokak Textiles Ltd and Reduction of Share Capital and Re-organisation of reserves of Gokak Textiles Ltd in a manner as set out in the Scheme. Our conclusion is not modified in respect of this matter.

For Batliboi & Purohit
Chartered Accountants
ICAI Firm Reg. No.101048W

Kaushal Mehta

Kaushal Mehta
Partner
Membership No.111749



Place: Mumbai
Date: November 12, 2021
ICAI UDIN: 21111749AAAAGS3151

Mills Division :
Gokak Falls - 591 308, Dist. Belagavi,
Karnataka, India
Tel. No. : +91-8332-285367 / 225154
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www.gokakmills.com

Gokak Textiles Limited
Statement of Unaudited Standalone Financial Results for Quarter and Half year ended on September 30, 2021

(Rs. in Lakhs)

Sr. No.	Particulars	Standalone					
		Quarter ended	Quarter ended	Quarter ended	Half year ended	Half year ended	Year ended
		30.09.2021 (Unaudited)	30.06.2021 (Unaudited)	30.09.2020 (Unaudited)	30.09.2021 (Unaudited)	30.09.2020 (Unaudited)	31.03.2021 (Audited)
1	Income						
	a) Revenue from operations	3,096.84	2,895.32	2,955.63	5,992.16	4,422.24	10,670.66
	b) Other Income	198.11	20.98	38.14	219.09	66.54	236.69
	Total Income	3,294.95	2,916.30	2,993.77	6,211.25	4,488.78	10,907.35
2	Expenses						
	a) Cost of materials consumed	1,995.93	1,799.48	1,749.29	3,795.41	2,603.17	6,630.41
	b) Changes in inventories of finished goods, work-in-progress and stock-in-trade	142.89	(2.11)	1.90	140.78	85.25	145.37
	c) Employee benefits expense	772.55	789.30	779.30	1,561.85	1,545.41	3,206.67
	d) Finance costs	362.96	357.92	338.00	720.88	665.51	1,336.36
	e) Depreciation and amortisation expense	139.30	146.67	152.55	285.97	304.84	605.54
	f) Power & Fuel Expenses	389.08	381.81	400.61	770.89	669.09	1,537.49
	g) Other expenses	293.05	293.25	286.47	586.30	475.33	1,132.74
	Total expenses	4,095.76	3,766.32	3,708.11	7,862.08	6,348.59	14,594.58
3	Profit/(Loss) from Operations before Exceptional Items (1-2)	(800.81)	(850.02)	(714.34)	(1,650.83)	(1,859.81)	(3,687.23)
4	Exceptional Items	-	-	-	-	-	-
5	4) Current tax	(800.81)	(850.02)	(714.34)	(1,650.83)	(1,859.81)	(3,687.23)
	Deferred tax	-	-	-	-	-	-
6	Tax expense	-	-	-	-	-	-
7	Net Profit/(Loss) for the period (5-6)	(800.81)	(850.02)	(714.34)	(1,650.83)	(1,859.81)	(3,687.23)
8	Other Comprehensive Income (Net of tax)	-	-	-	-	-	-
	A (i) Items that will not be reclassified to profit or loss	-	-	-	-	-	(24.84)
	(ii) Income tax relating to items that will not be reclassified to profit or loss	-	-	-	-	-	-
	B (i) Items that will be reclassified to profit or loss	-	-	-	-	-	-
	(ii) Income tax relating to items that will be reclassified to profit or loss	-	-	-	-	-	-
	Other Comprehensive Income (Net of tax)	-	-	-	-	-	(24.84)
9	Total Comprehensive Income (7+8)	(800.81)	(850.02)	(714.34)	(1,650.83)	(1,859.81)	(3,712.07)
	-Non Controlling Interest	-	-	-	-	-	-
10	Paid-up equity share capital (Face Value of Rs. 10 each)	649.93	649.93	649.93	649.93	649.93	649.93
11	Basic and diluted Earnings per share (Face Value of Rs. 10 each)	(12.32)	(13.08)	(10.99)	(25.40)	(28.62)	(56.73)
	See accompanying notes to the financial results.						



Mills Division :

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G
GOKAK™
TEXTILES LIMITED



Shapoorji Pallonji

Registered Office :

2nd Floor, 12th Cross, Ideal Homes,
Rajarajeshwari Nagar, Bengaluru - 560 098
Tel. : +91 80 297 44 077 / 297 44 078
www.gokakmills.com

1) The above standalone financial results for quarter and half year ended September 30, 2021 ('the results') of Gokak Textiles Limited ('the Company') which are published in accordance with Regulation 33 of the SEBI (Listing Obligations & Disclosure Requirements), 2015 have been reviewed by the Audit Committee of the Board and subsequently taken on record by the Board of Directors of the Company at their meeting held on November 12, 2021. The standalone financial results are in accordance with the Indian Accounting Standards (Ind AS) as prescribed under Section 133 of the Companies Act, 2013. The statutory Auditors have expressed an unmodified conclusion on the above results.

2) The Company has standalone accumulated losses of Rs. 31,669.67 lakhs as at September 30, 2021 and the Company has a negative net worth of Rs. 8442.18 lakhs. The continuity of the operations of the Company is dependent upon the continued operational and financial support of the Holding Company.

The Company has witnessed demand for its yarns during the current period and the Management believes that it is likely to continue. Due to adequate labour available at the Plant the Company will be able to meet the demand. Further the Company anticipates cost savings on raw materials and other operating expenses in the current year due to alternative options available. Currently, the Company does not have any external borrowings. Based on these reasons, the financial results of the Company have been prepared on a going concern basis.

3) The COVID-19 pandemic has brought economies, businesses and lives around the world to a standstill, and our country is no exception. Based on the directives and advisories issued by central and state governments and other relevant authorities during the lockdown, our operations at factories were affected partially. Considering the unprecedented and ever evolving situation, the Company had made assessment of recoverability and carrying value of its assets consisting of tangible assets, inventories and other current assets as at September 30, 2021 and made appropriate provisions. However, the impact assessment of COVID-19 is a continuous process, given the uncertainties associated with its nature and duration. The Company will continue to closely monitor any material changes to future economic conditions. The Management has taken into account the impact of COVID-19 on the business for the foreseeable future and have concluded that the Company has sufficient resources to continue as a going concern.

4) The Company operates in one segment only at standalone level, namely Textiles.

5) The Board of Directors of Gokak Textiles Ltd ("Gokak" or the Transferee Company") at their Board Meeting held on November 12, 2021, have inter alia, approved the Composite Scheme of Arrangement ("the scheme") under Section 230 to 232 read with Section 66 and other applicable provisions of the Companies Act, 2013 and the rules and regulations made thereunder.

The Scheme, inter alia, provides for:

- amalgamation by way of absorption and vesting of Suryoday One Energy Private Limited ("Suryoday") with and into Gokak and;
- Reduction of Share Capital and Re-organisation of reserves of Gokak in a manner as set out in the Scheme.

The "appointed date" as per the scheme is the 1st day of April, 2021 or such other date as may be approved by the Honourable National Company Law Tribunal(s), for the purposes of this Scheme

The Scheme as aforesaid shall be subject to necessary approvals by the Stock Exchanges, Securities and Exchange Board of India, Shareholders, applicable Jurisdictional Bench of National Company Law Tribunal ("NCLT") and such other statutory and regulatory approvals as may be required.

6) The figures for the corresponding periods have been regrouped and rearranged wherever necessary, to make them comparable.

Date: November 12, 2021
Place: Mumbai



R R Patil

R R Patil
(CEO & MD)
(DIN: 07568951)

Gokak Textiles Limited		
Statement of Assets and Liabilities as at September 30, 2021		
(Rs. In Lakhs)		
Statement of Assets and Liabilities	Standalone	
	As at 30.09.2021	As at 31.03.2021
	Unaudited	Audited
Assets		
1 Non-current assets		
a) Property, Plant and Equipment	5,858.63	6,143.15
b) Capital work-in-progress	0.09	-
c) Investment Property	9.75	11.35
d) Intangible Assets	11.35	7.01
e) Right of Use Assets	6.32	12.18
f) Financial Assets:		
i) Investments		
a) Investments in Subsidiary	2,499.00	2,499.00
b) Other Investments	0.03	0.03
iii) Other financial assets	147.63	243.35
g) Tax assets		
i) Deferred tax assets (net)	-	-
ii) Income tax assets (net)	73.88	68.42
h) Other non-current assets	595.32	628.44
Total Non-current assets	9,202.00	9,612.93
2 Current assets		
a) Inventories	1,713.74	1,837.33
b) Financial Assets:		
i) Trade receivables	424.36	516.63
ii) Cash and cash equivalents	232.25	338.25
iii) Bank balances other than (ii) above	2.80	2.77
iv) Other financial assets	188.83	294.96
c) Other current assets	161.30	69.40
d) Assets classified as held for sale	21.06	17.60
Total Current assets	2,744.34	3,076.94
Total Assets	11,946.34	12,689.87
Equity and Liabilities		
Equity		
a) Equity share capital	649.93	649.93
b) Other equity	(9,092.11)	(7,441.31)
c) Non Controlling Interest	-	-
Total Equity	(8,442.18)	(6,791.38)
Liabilities		
1 Non-current liabilities		
a) Financial liabilities:		
i) Borrowings	14,948.80	13,791.75
ii) Lease Liabilities	13.41	15.42
iii) Other financial liabilities	-	-
b) Provisions	1,481.49	1,438.67
c) Deferred Tax liability (Net)	-	-
Total Non-current liabilities	16,443.70	15,245.84
2 Current liabilities		
a) Financial liabilities:		
i) Borrowings	-	-
ii) Lease Liabilities	3.24	3.81
iii) Trade payables		
- dues to Micro and small enterprises	11.82	21.44
-dues to other creditors	3,011.74	3,401.03
iv) Other financial liabilities	649.54	564.71
b) Provisions	150.17	150.17
c) Current tax liabilities (net)	-	-
c) Other current liabilities	118.31	94.25
Total Current Liabilities	3,944.82	4,235.41
Total Liabilities	20,388.52	19,481.25
Total Equity and Liabilities	11,946.34	12,689.87



R.R. Srinivas



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GOKAK TEXTILES LIMITED
STATEMENT OF CASH FLOWS FOR THE HALF YEAR ENDED SEPTEMBER 30, 2021

PARTICULARS	(Rs. In Lakhs)	
	Half Year ended Sep 30, 2021	Half Year ended Sep 30, 2020
	Unaudited	Unaudited
A. CASH FLOW FROM OPERATING ACTIVITIES		
Profit / (Loss) before tax	(1,650.83)	(1,859.80)
Adjustments for:		
Depreciation and amortisation	285.97	304.84
Interest income	(4.30)	(8.39)
Finance cost	720.88	665.51
Net Loss / (Profit) on sale of fixed assets	(26.81)	(1.80)
Foreign Exchange (gain)/ losses	-	(0.14)
Credit balances / excess provision written back	(4.31)	(7.59)
Provision for Doubtful Debts (net of recoveries)	-	2.44
Provision for Doubtful Advances	-	6.22
Operating loss before working capital changes	(679.40)	(898.71)
Adjustments for :		
(Increase)/ Decrease in Inventories	123.59	(0.84)
(Increase)/ Decrease in Trade and Receivables	92.27	89.99
(Increase)/ Decrease in Other Financial Assets	201.85	(23.67)
(Increase)/ Decrease in Other Asset	(58.79)	(51.30)
(Increase)/ Decrease in Assets held for sale	(3.46)	-
Increase/ (Decrease) in Trade payables	(394.60)	428.03
Increase/ (Decrease) in Other Financial Liabilities	84.83	-
Increase/ (Decrease) in Other Liabilities	24.06	-
Increase/ (Decrease) in Provisions	19.28	-
Cash generated from operations	(590.37)	(456.50)
Direct Taxes (paid) / refund	(5.46)	25.92
Net cash flows from operating activities	(595.83)	(430.58)
B. CASH FLOW FROM INVESTING ACTIVITIES		
Purchase of fixed assets including CWIP	27.06	(17.07)
Sale of Fixed Assets	-	12.25
Net Movement in bank balance not considered as cash and cash equivalents	(0.03)	(0.05)
Interest received	4.30	8.39
Net cash flows from investing activities	31.33	3.52
C. CASH FLOW FROM FINANCING ACTIVITIES		
Proceeds / (repayment) of Borrowings (net)	461.64	1,054.18
Payment of lease liabilities	(2.20)	-
Interest paid	(0.94)	(665.51)
Net cash flows from financing activities	458.50	388.67
NET INCREASE/(DECREASE) IN CASH & CASH EQUIVALENTS	(106.00)	(38.39)
Cash and Cash equivalents at the beginning of the year	338.25	263.06
Cash and Cash equivalents at the end of the year	232.25	224.67
D. COMPONENTS OF CASH AND CASH EQUIVALENTS		
Cash on Hand	2.48	3.24
Balances with banks:		
- In current accounts	229.76	221.43
	232.25	224.67



RRP at 4

BATLIBOI & PUROHIT

Chartered Accountants

Independent Auditor's Review Report on Standalone Un-Audited Quarterly Financial Results and Year to Date Results of the Company

To the Board of Directors of Gokak Textiles Limited

1. We have reviewed the accompanying statement of Standalone unaudited financial results of **Gokak Textiles Limited** ('the Company') for the quarter ended September 30, 2021 and the year to date results for the period April 1, 2021 to September 30, 2021, ('the Statement') being submitted by the Company pursuant to the requirements of Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (as amended).
2. The Statement, which is the responsibility of the Company's Management and approved by the Company's Board of Directors, has been prepared in accordance with the recognition and measurement principles laid down in Indian Accounting Standard 34, Interim Financial Reporting ('Ind AS 34'), prescribed under Section 133 of the Companies Act, 2013 ('the Act'), and other accounting principles generally accepted in India and is in compliance with Regulation 33 of the Listing Regulations. Our responsibility is to express a conclusion on the Statement based on our review.
3. We conducted our review of the Statement in accordance with the Standard on Review Engagements (SRE) 2410, "Review of Interim Financial Information Performed by the Independent Auditor of the Entity", issued by the Institute of Chartered Accountants of India. A review of interim financial information consists of making inquiries, primarily of persons responsible for financial and accounting matters, and applying analytical and other review procedures. A review is substantially less in scope than an audit conducted in accordance with the Standards on Auditing specified under Section 143(10) of the Act, and consequently, does not enable us to obtain assurance that we would become aware of all significant matters that might be identified in an audit. Accordingly, we do not express an audit opinion.
4. Based on our review conducted as above, nothing has come to our attention that causes us to believe that the accompanying Statement, prepared in accordance with the recognition and measurement principles laid down in Ind AS 34, prescribed under Section 133 of the Act, and other accounting principles generally accepted in India, has not disclosed the information required to be disclosed in accordance with the requirements of Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (as amended), including the manner in which it is to be disclosed, or that it contains any material misstatement.
5. During the quarter, the Company incurred loss before tax (including other comprehensive income) of Rs. 800.81 lakhs and has accumulated losses of Rs. 31669.67 lakhs as on September 30, 2021. Further the Company's net worth has been fully eroded as at September 30, 2021. These conditions indicate requirement of assessment of the Company's ability to continue as a going concern. The Company's unaudited financial results have been prepared on a going concern basis on the reporting date. The management's statement in respect of going concern assessment is set out in note no. 2 of the Statement. Our conclusion is not modified in respect of this matter.



Chartered Accountants

6. We draw attention to note 5 of the Statement which describes that, the Board of Directors of the Company at their Board meeting held on November 12, 2021 have inter alia, approved the Composite Scheme of Arrangement ('the Scheme') under section 230 to 232 read with 66 and other applicable provisions of the Companies Act, 2013 and the rules and regulations made thereunder. The Scheme, inter alia, provides for amalgamation by way of absorption and vesting of Suryoday One Energy Private Limited ("Suryoday") with and into the Company and Reduction of Share Capital and Re-organisation of reserves of the Company in a manner as set out in the Scheme. Our conclusion is not modified in respect of this matter.

For Batliboi & Purohit
Chartered Accountants
ICAI Firm Reg. No.101048W

K. A. Mehta

Kaushal Mehta

Partner

Membership No. 111749



Date: November 12, 2021

Place: Mumbai

ICAI UDIN: 21111749AAAAGR5566



Compliance Report with the requirements specified in Annexure IV of SEBI Circular No. CFD/DIL3/CIR/2017/21 dated March 10, 2017 read with SEBI Circular No. CFD/DIL3/CIR/2018/2 ("Circulars")

Sub: Application under Regulation 37 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("LODR Regulations") for the Draft Composite Scheme of Arrangement for (i) Reduction of Share Capital and Re-organisation of reserves of Gokak Textiles Limited ("Gokak" or "Transferee Company" for Part D of the Scheme); and (ii) Amalgamation of by way of absorption of Suryoday One Energy Private Limited ("Suryoday" or "Transferor Company" for Part D of the Scheme) with and into Gokak Textiles Limited

It is hereby certified that the draft Composite Scheme of Arrangement involving Gokak Textiles Limited and Suryoday One Energy Private Limited does not, in any way violate, override or limit the provisions of securities laws or requirements of the Stock Exchange(s) and the same is in compliance with the applicable provisions of LODR Regulations and the Circulars, including the following:

Sr. No.	Reference	Particulars
1	Regulations 17 to 27 of LODR Regulations	Corporate governance requirements.
2	Regulation 11 of LODR Regulations	Compliance with securities laws.
Requirements of this circular		
(a)	Para (I)(A)(2)	Submission of documents to Stock Exchanges.
(b)	Para (I)(A)(3)	Conditions for schemes of arrangement involving unlisted entities.
(c)	Para (I)(A)(4)(a)	Submission of Valuation Report
(d)	Para (I)(A)(5)	Auditors certificate regarding compliance with Accounting Standards.

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(e)	Para (I)(A)(9)	<p>As conditions mentioned in Para (I)(A)(9) of the SEBI Circular No. CFD/DIL3/CIR/2017/21 dated March 10, 2017 are not triggered, no requirement of approval of majority of public shareholders.</p> <p>A certificate from statutory auditor of the company and an undertaking in this behalf is submitted by the Company separately.</p>
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Rakesh M. Nanwani
Company Secretary & Compliance Officer
Gokak Textiles Limited

Ramesh R. Patil
Chief executive Officer & Managing Director
Gokak Textiles Limited

Certified that the transactions / accounting treatment provided in the draft composite scheme of arrangement involving Gokak Textiles Limited and Suryoday One Energy Private Limited are in compliance with all the Accounting Standards applicable to a listed entity.

Vipin Kumar Sharma
Chief Financial Officer
Gokak Textiles Limited



BATLIBOI & PUROHIT

Chartered Accountants

Auditor's Certificate

The Board of Directors,

Gokak Textiles Limited,
No. 1, 2nd Floor, 12th Cross,
Ideal Homes, Near Jayanna Circle,
Rajarajeshwari Nagar,
Bangalore - 560098

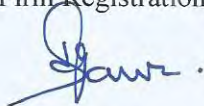
Independent auditor's certificate on the proposed accounting treatment included in the Draft Composite Scheme of Arrangement

1. This certificate is issued at the request of Gokak Textiles Limited (referred to as "the Company").
2. The responsibility for the preparation of the Draft Composite Scheme of Arrangement and its compliance with the relevant laws and regulations, including the applicable Indian Accounting Standards and other generally accepted accounting principles in India, is that of the Board of Directors of the Companies involved. This responsibility includes the design, implementation and maintenance of internal control relevant to the preparation of the Draft Composite Scheme of Arrangement, and applying an appropriate basis of preparation; and making estimates that are reasonable in the circumstances.
3. The Management is also responsible for ensuring that the Company complies with the requirements of Companies Act, 2013 ('the Act') SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, and circulars issued thereunder, and the applicable Indian Accounting Standards, in relation to the Draft Composite Scheme of Arrangement, and for providing all relevant information to the National Company Law Tribunal, and BSE Limited.
4. Our responsibility is to provide reasonable assurance as to whether the proposed accounting treatment specified in the Draft Composite Scheme of Arrangement is in conformity with the Indian Accounting Standards prescribed under section 133 of the Act and with SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (as amended) and circulars issued thereunder. Nothing in this certificate, nor anything said or done in the course of or in connection with the services that are the subject of this certificate, will extend any duty of care we may have in our capacity as auditors of the Company.



5. We conducted our examination in accordance with the Guidance Note on Reports and Certificates for Special Purpose issued by the Institute of Chartered Accountants of India. Our scope of work did not involve us performing any audit tests in the context of our examination. We have not performed an audit, the objective of which would be the expression of an opinion on the financial statements, specified elements, accounts or items thereof, for the purpose of this certificate. Accordingly, we do not express such opinion.
6. Based on our examination as above and according to the information and explanations given to us by the Management, we confirm that the proposed accounting treatments contained in Clause 7 and Clause 13 of the Draft Composite Scheme of Arrangement, reproduced in Annexure I, duly authenticated by management, and stamped by us for identification purposes, is in conformity with the Indian Accounting Standards prescribed under section 133 of the Act and with SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (as amended) and circulars issued thereunder.
7. This certificate is issued at the request of the Company's management for onward submission to National Company Law Tribunal and BSE Limited along with Draft Composite Scheme of Arrangement. Accordingly, this certificate may not be suitable for any other purpose, and should not be used, referred to or distributed for any other purpose or to any other party without our prior written consent. Accordingly, we do not accept or assume any liability or any duty of care or for any other purpose or to any other party to whom it is shown or into whose hands it may come without our prior consent in writing.

For Batliboi & Purohit
Chartered Accountants
Firm Registration No. 101048W



N. S. Gaur
Partner
Membership No. 137138
ICAI UDIN: 21137138AAAAAJ5809



Place: Mumbai
Date: November 12, 2021



Annexure I

Clause 7 and Clause 13 of the Draft Composite Scheme of Arrangement:

7. ACCOUNTING TREATMENT FOR REDUCTION OF SHARE CAPITAL AND REORGANISATION OF RESERVES OF GOKAK TEXTILES LIMITED AS PER CLAUSE 6 ABOVE:

Upon Scheme becoming effective, Transferee Company shall pass following accounting entries pursuant to Clause 6.1 and Clause 6.2 above:

7.1 Accounting treatment for giving effect to Clause 6.1 and Clause 6.2 shall be as per Appendix D of Ind AS 109. Accordingly, issue of Non-Convertible Debentures as per Clause 6.2 above shall be considered as consideration for extinguishment of preference shares and borrowings (including outstanding interest) of the Transferee company

7.2 Accordingly, the said Non-Convertible Debentures so issued shall be measured at fair value, and the difference between the carrying amount of preference shares and borrowings (including outstanding interest) so extinguished in terms of Clause 6.1 above, and the fair value of Non-convertible Debentures so issued in terms of Clause 6.2 above, shall recognized as profit or loss of the Transferee Company.

13. ACCOUNTING TREATMENT

13.1 Amalgamation of the Transferor Company with the Transferee Company shall be accounted in the books of the Transferee Company for by way of as per "Pooling of Interests Method" under Appendix C of Ind-AS 103 (Accounting for Business Combinations) and any other relevant Indian Accounting Standard prescribed under Section 133 of the Act.

13.2 All the assets and liabilities of Transferor Company shall be recorded in the financial statements of the Transferee Company at the carrying value as appearing in the financial statements of the Transferor Company as on the Appointed Date.

13.3 The identity of the reserves pertaining to the Transferor Company, shall be preserved and shall appear in the merged financial statements of Transferee Company in the same form in which they appeared in the financial statements of the Transferor Company and it shall be aggregated with the corresponding balance appearing in the financial statements of the Transferee Company, as on the Appointed Date.

13.4 To the extent that there are inter-company loans, deposits, obligations, balances or other outstanding including any interest thereon, as between the Transferor Company and the Transferee Company as the case may be, the obligations in respect thereof shall come to an end and there shall be no liability in that behalf and corresponding effect shall be given in the books of account and records of the Transferee Company for the reduction of such assets or liabilities as the case may be.





13.5 The excess / deficit of the value of the assets over the value of liabilities of the Transferor Company, pursuant to Amalgamation of the Transferor Company with and into the Transferee Company, and as recorded in the books of account of the Transferee Company shall, after adjusting as above, be recorded as 'Capital Reserve' in the books of the Transferee Company.

13.6 Notwithstanding anything to the contrary contained herein above, the Board of Directors of the Transferee Company, in consultation with its statutory auditors to account for any of these balances in any manner whatsoever, as may be deemed fit, in accordance with the applicable Accounting Standards issued by the Institute of Chartered Accountant of India and generally accepted accounting principles.

For and on behalf of Board of Directors of Gokak Textiles Limited,

R.R. Patil

Ramesh R. Patil
Chief Executive Officer & Managing Director
Place: Mumbai
Date: November 12, 2021



Report of the Committee of Independent Directors of Gokak Textiles Limited on the Draft Scheme of Arrangement ("Scheme") between Suryoday One Energy Private Limited ("Suryoday") and Gokak Textiles Limited ("Gokak" or "the Company") and their respective shareholders and creditors under section 230 to 232 and other applicable provisions of the Companies Act, 2013

Members Present:

Mr. D. G. Prasad, Independent Director
Mr. Pradip N. Kapadia, Independent Director
Mr. Nikhil J. Bhatia, Independent Director

1. The Independent Directors Committee of Gokak Textiles Limited (GTL) at its meeting held on November 12, 2021 considered the Draft Scheme of Arrangement ("Scheme") prepared in conformity with the provisions of Section 232 read with Section 230 and other applicable provisions of the Companies Act, 2013 and the rules and regulations made there under between Suryoday One Energy Private Limited ("Suryoday" or "Transferor Company" for Part D of the Scheme) and Gokak Textiles Limited ("Gokak" or "Transferee Company" for Part D of the Scheme) and recommend the said Draft Scheme to the Board of Directors of GTL for its approval. Gokak Textiles Limited is a subsidiary of Shapoorji Pallonji and Company Private Limited. Suryoday One Energy Private Limited is a step-down subsidiary of Shapoorji Pallonji and Company Private Limited.
2. The Equity shares of the Company are listed on BSE Limited ("BSE"). The Company will be filing the Scheme along with the necessary information / documents with the BSE under Regulation 37 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.
3. The Report of the Committee of Independent Directors, is made conforming to the requirements in the SEBI's Master Circular - SEBI/HO/CFD/DIL1/CIR/P/2020/249 dated December 22, 2020 ("SEBI Circular") (issued by the Securities and Exchange Board of India ("SEBI") (including any amendment(s) or modifications(s) thereto) after considering the following documents: -



- A. Draft Scheme of Arrangement;
 - B. Valuation Report dated November 12, 2021 of BDO Valuation Advisory LLP, (IBBI Regn. No.: IBBI/RV-E/02/2019/103), a Firm of Registered Valuers on valuation of assets / shares for the listed entity and unlisted entity and its recommendation of the share exchange ratio ('Share Exchange Ratio Report');
 - C. Fairness Opinion Report ('Fairness Opinion') dated November 12, 2021 issued by Fedex Securities Private Limited, a SEBI Registered Merchant Banker (SEBI REG NO: INM000010163) providing the Fairness Opinion on the Valuation Report of BDO Valuation Advisory LLP, a Firm of Registered Valuers on the valuation of assets and shares of the Transferor and Transferee Companies and the Fair Share Swap ratio recommended;
 - D. Shareholding pattern of Suryoday One Energy Private Limited;
 - E. Audited financial statements of Suryoday and Gokak i.e. the Company, for the last 3 years i.e 2018-2019, 2019-2020 & 2020-2021;
 - F. Certificate dated November 12, 2021 issued by Batliboi&Purohit, Chartered Accountants, Statutory Auditors confirming that the proposed accounting treatments contained in Clause 7 and Clause 13 of the Draft Composite Scheme of Arrangement is inconformity with the Indian Accounting Standards prescribed under section 133 of the Act;
4. **The Scheme inter-alia provides for the following:**

Part C of the Scheme: Reduction of Share Capital and Reorganisation of reserves of Gokak Textiles Limited;

Part D of the Scheme: Upon Part C of the Scheme being given effect to, Amalgamation of (by way of absorption) Suryoday One Energy Private Limited with and into Gokak Textiles Limited;

PMC

[Handwritten signature]

5. **Rationale for the proposed Scheme is as under:**

a. **Part C of the proposed Scheme:**

- i. This Scheme, if approved, will enable the Transferee Company, i.e. Gokak Textiles Limited to consolidate the ownership of the power business and also provide reliable source of power for its textile division;
- ii. The Scheme does not involve any financial outlay / outgo and therefore, would not affect the ability or liquidity of Gokak Textiles Limited to meet its obligations / commitments in the normal course of business. Further, this Scheme would also not in any way adversely affect the ordinary operations of the Company.

b. **Part D of the proposed Scheme:**

- i. Enabling the Transferee Company, i.e. Gokak Textiles Limited to further consolidate its renewable energy business by adding Solar Power business to existing Hydro Power business of its Subsidiary Company;
- ii. Provide reliable source of power to its textile business;
- iii. The Transferee Company can explore better avenues for energy business for further expansion in future.

6. **Consideration / Share Exchange Ratio**

For Part C of the Scheme:

Upon Scheme becoming effective, Gokak Textiles Limited shall, in lieu of cancellation of preference shares and write-back of borrowings, issue 23,58,10,000 (Twenty-Three Crores Fifty-Eights Lakhs and Ten Thousand Only) 7% Cumulative Perpetual Debentures of face value of INR 10 each to Shapoorji Pallonji and Company Private Limited, as provided in Clause 6.1 of the Scheme.

PMU

MR

For Part D of the Scheme:

In respect of share exchange ratio, the Committee of Independent Directors noted, deliberated and confirmed that the report on recommendation of fair equity share entitlement ratio as recommended for Part D of the Scheme, in the report on recommendation of fair equity share entitlement ratio is fair to the shareholders. Upon scheme becoming effective, shares would be issued as under:

1216 fully paid-up 11% Redeemable Non-Convertible Cumulative Non-Participating Preference Shares of INR 10/- each of Transferee Company for every 1000 equity shares held in Transferor Company, in proportion to their shareholding in the Transferor Company.

7. The proposed Appointed Date for the Scheme is 1st April, 2021.
8. "Effective Date" means the date on which last of the conditionalities specified in Clause 25 of the Scheme is fulfilled. Any reference in this Scheme to the date "upon the Scheme becoming effective" or "effectiveness of the Scheme" or "upon coming into effect of this Scheme" or "upon the Scheme coming into effect" shall mean the Effective Date, as defined in clause 25 of the Scheme.
9. The Scheme would be subject to the sanction and approval of the National Company Law Tribunal, the SEBI, the BSE, Shareholders and other appropriate authorities;
10. The Scheme is conditional upon approval by the public shareholders through e-voting in terms of Part - I (A)(10)(a) of SEBI Master circular No. SEBI/HO/CFD/ DIL1/CIR/P/2020 /249 dated December 22, 2020, and the Scheme shall be acted upon only if vote cast by the public shareholders in favour of the proposal are more than the number of votes cast by the public shareholders against it.
11. The provisions of the Scheme have been drawn up to comply with the conditions relating to "Amalgamation" as defined under section 2(1B) of the Income Tax Act, 1961 and therefore may not have any tax implications.
12. The Fairness Opinion confirmed that the share entitlement in the valuation report is fair to the Transferor Company, Transferee Company and its shareholders. Thus, the said Scheme is not detrimental to the shareholders of Gokak Textiles Limited.

PNK

NR

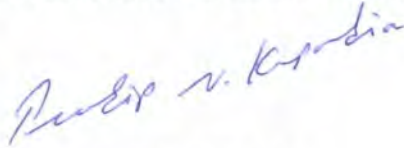
13. Recommendation of the Committee

In the light of what is stated in the foregoing paragraphs, the Committee of Independent Directors after due deliberations and due consideration of all the terms of the Draft Scheme, Report on recommendation of fair equity share entitlement ratio, Fairness Opinion and the specific points mentioned above, recommends the Draft Scheme for approval of the Board of Directors of the Company.

For Independent Directors Committee of Gokak Textiles Limited



D.G. Prasad
Independent Director



Pradip N. Kapadia
Independent Director



Nikhil J. Bhatia
Independent Director

Date: November 12, 2021

Place: Mumbai